

# CAPITAL CONNECTION, INC.

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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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Service: Top Priority Regular  
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

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REQUEST TAKEN CONFIRMED APPROVED

DATE 4-28-97

TIME 1059 OK No.

BY CJB

WALK-IN

Will Pick Up

of

RE: Miami International

Cardiology Consultants

Billing, Inc.

C.C. FILE

DISBURSED

Client Exp.

Art. of Inc. File

Corp. Record Search

UCC Partnership File

Foreign Corp. File

( ) Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Statement

Reg. Agent Service

Document Filing

Corporate KII

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. Copies

Courier Service

Shipping/Handling

Phone ( )

Top Priority

Express Mail Prep.

FAX ( ) pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
MIAMI INTERNATIONAL CARDIOLOGY CONSULTANTS BILLING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges, and files with the Department of State the following Articles of Incorporation.

ARTICLE - I

The name of this corporation shall be MIAMI INTERNATIONAL CARDIOLOGY CONSULTANTS BILLING, INC..

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business or mailing address of this corporation shall be :

13412 S.W.128 STREET  
MIAMI, FLORIDA 33186

#### ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this corporation herein authorized, whether issued within six months from the date of incorporation or subsequently issued, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of

shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII - INITIAL REGISTERED  
OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation shall be:

13412 S.W. 128 STREET  
MIAMI, FLORIDA 33186

and the initial registered agent of this corporation at such office shall be PERRIN L. COY who, upon accepting this designation agrees to comply with the provisions of Sections 48.091, and 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have three directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and street addresses of the directors constituting the initial Board of Directors of the corporation are:

KEVIN M. COY  
4302 ALTON ROAD, SUITE 840  
MIAMI BEACH, FLORIDA 33140

ALBERT ING  
7777 EAST 25<sup>TH</sup> STREET, SUITE 306  
HIALEAH, FLORIDA 33013

GILBERT CONCEPCION  
1321 N. W. 14 STREET, SUITE 305  
MIAMI, FLORIDA 33125

The members of the initial Board of Directors shall hold office for the first year of the corporation's existence or until their successors are elected or appointed and qualified.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

KEVIN M. COY  
4302 ALTON ROAD, SUITE 840  
MIAMI BEACH, FLORIDA 33140


ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or hereafter prescribed by the laws of the State of Florida and all rights herein conferred upon the shareholders are subject to this reservation.


The undersigned Incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of April, 1997.

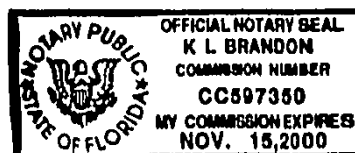
  
\_\_\_\_\_  
KEVIN M. COY, Incorporator

STATE OF FLORIDA     )  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared KEVIN M. COY, who is personally known to me, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation, and who did not take an oath.


24<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of April, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida  
K.L. Brandon  
My Commission expires: Nov.15,2000



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR MIAMI INTERNATIONAL CARDIOLOGY CONSULTANTS BILLING, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
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PERRIN L. COY  
REGISTERED AGENT  
APRIL 24<sup>th</sup>, 1997

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA