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ALBERT A. SANCHEZ, JR., P.A.

ATTORNEY AT LAW
BELLE HAVEN OFFICE BUILDING
1133 FOURTH STREET
SARASOTA, FLORIDA 34236

MAILING ADDRESS
POST OFFICE BOX 49495
SARASOTA, FLORIDA 34230-9495

FILED

97 MAY -5 AM 8:01

CLERK OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (941) 952-9600
FACSIMILE (941) 954-9028

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*****70.00 *****70.00

VIA OVERNIGHT MAIL

May 2, 1997

Division of Corporations
Attn: Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Madam or Sir:

Please file the enclosed fully executed Articles of Incorporation for **Florida Cardiac & Vascular Consultants, Inc.** I have enclosed a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance.

Very truly yours,

Albert A. Sanchez, Jr.

Albert A. Sanchez, Jr.

AASJR:dd

encl.

A. SANCHEZ, JR. GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRINCIPLE OFFICE
DATE 5-9-97
DOC. EXAM JN

JN 5-9-97

ARTICLES OF INCORPORATION
OF
FLORIDA CARDIAC & VASCULAR CONSULTANTS, INC.

FILED
97 MAY -5 AM 8 01
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is FLORIDA CARDIAC & VASCULAR CONSULTANTS, INC.

ARTICLE II

DURATION: The corporation shall exist perpetually.

ARTICLE III

PURPOSE: The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue 10,000 shares of stock having a par value of \$1.00 per share, all of which shall be common shares.

ARTICLE V

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the corporation is 1133 Fourth Street, Suite 300, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Albert A. Sanchez, Jr..

ARTICLE VI

BOARD OF DIRECTORS: The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall

never be less than one. The names and addresses of the initial directors of the corporation are:

Name

Address

WILLIAM F. CRICK

820 Freeling Drive
Sarasota, Florida 34242

ARTICLE VII

INCORPORATOR: The name and address of the person signing these Articles as incorporator is:

Name

Address

ALBERT A. SANCHEZ, JR.

1133 Fourth Street, Suite 300
Sarasota, Florida 34236

ARTICLE VIII

OFFICERS: The officers of the corporation shall be a president, a secretary, a treasurer and such other officers and agents as may be deemed necessary and proper provided for in the bylaws of the corporation. All officers and agents as may be deemed necessary shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the bylaws of the corporation or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE IX

AMENDMENT: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. The Board of Directors shall have the power to adopt, alter or repeal bylaws.

ARTICLE X

CORPORATE EXISTENCE: This corporation shall commence its existence at the

time of filing these Articles of Incorporation with the Department of State, Division of Corporations, State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota, Florida, this 2nd day of May, 1997.

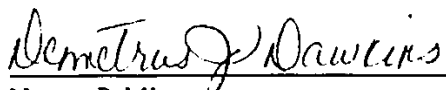


ALBERT A. SANCHEZ, JR.

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of May, 1997,
by ALBERT A. SANCHEZ, JR.



Notary Public

My Commission Expires:



DEMETRUS J. DAWKINS
My Comm Exp. 4/24/2001
Bonded By Service Ins
No. CC627015
[] Personally Known [] Other I.D.

CERTIFICATION OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, Albert A. Sanchez, Jr., having been designated as Registered Agent to accept service of process for FLORIDA CARDIAC & VASCULAR CONSULTANTS, INC., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Albert A. Sanchez, Jr.

Registered Office: 1133 Fourth Street, Suite 300
Principal Office: Sarasota, Florida 34236

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of May, 1997.

ALBERT A. SANCHEZ, JR.

By: _____

ALBERT A. SANCHEZ, JR.

FILED
97 MAY -5 AM 8 01
TALLAHASSEE, FLORIDA