

P97000086308



ACCOUNT NO. : 072100000032

REFERENCE : 555925 6471A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 7, 1997

ORDER TIME : 8:39 AM

ORDER NO. : 555925-005

CUSTOMER NO: 6471A

800002313636--3

-10/07/97--01012--013

****122.50 ****122.50

CUSTOMER: James B. Bogner, Esq
MATEER & HARBERT, P.A.

P. O. Box 2854

Orlando, FL 32802-2854

DOMESTIC FILING

NAME: THE HEALTHY HEART CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT - 7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT - 7 1997

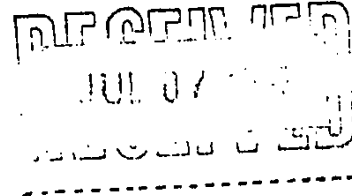
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1997

JAMES B. BOGNER, ESQ.
MATEER & HARBERT, P.A.
P.O. BOX 2854
ORLANDO, FL 32802-2854 US



The name THE HEALTHY HEART CENTER, INC. has been reserved for 120 days beginning June 30, 1997. The reservation number is R97000003177 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Jason Merrick

Letter number: 797A00034263

**ARTICLES OF INCORPORATION
OF
THE HEALTHY HEART CENTER, INC.**

FILED
97 OCT -7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is The Healthy Heart Center, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 801 W. Oak Street, Suite 202, Kissimmee, Florida 34741. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James B. Bogner.

ARTICLE V

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws.

The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Johnson P. Massey, M.D.	801 W. Oak Street, Suite 202 Kissimmee, FL 34741
Patrick F. Mathias, M.D.	801 W. Oak Street, Suite 202 Kissimmee, FL 34741
Robert L. Barrett, M.D.	801 W. Oak Street, Suite 202 Kissimmee, FL 34741

ARTICLE VI

The name and address of the subscriber is Johnson P. Massey, M.D., 801 W. Oak Street, Suite 202, Kissimmee, FL 34741.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of

certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: September 26, 1997.

Johnson P. Massey
Johnson P. Massey, M.D.

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me on September 26, 1997, by Johnson P. Massey, M.D. He is personally known to me, or has produced (type of identification) as identification and did (did not) take an oath.

Pamela Sue Lorenz
Name: PAMELA SUE LORENZ
(Print Name)
Notary Public - State of Florida

(AFFIX NOTARY SEAL)



PAMELA SUE LORENZ
My Commission CC433003
Expires Feb 09, 1999
Bonded by HAI
800-422-1555

My Commission Expires: 02-09-99

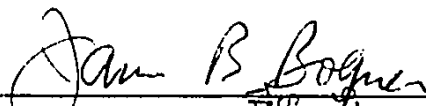
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Healthy Heart Center, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orange County, State of Florida, has named James B. Bogner as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


James B. Bogner
(Registered Agent)

FILED
OCT - 7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA