

P97000087510

1365 Bennett Drive - Ste 109
Longwood, FL 32750
October 7, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Cardloguard Management, Inc.

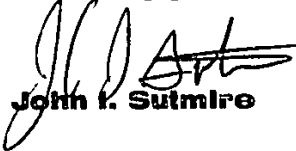
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above-named corporation.

A pre-paid overnight mail envelope is enclosed for returning the Certified Copy of Articles of Incorporation.

Sincerely yours,


John L. Sutmlre

Mailing Address of Corporation

1365 Bennett Drive - Suite 109
Longwood, FL 32750
Telephone: (407) 339-2220

FILED
97 OCT -9 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED OCT 10 1997

ARTICLES OF INCORPORATION

of

CARDIOGUARD MANAGEMENT, INC.

(name of corporation)

FILED
97 OCT -9 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CARDIOGUARD MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	1365 Bennett Drive, Suite 109		
CITY	Longwood	FLORIDA	ZIP 32750
Mailing address, if different			
STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	John I. Sutmire		
ADDRESS	1365 Bennett Drive - Suite 109		
CITY	Longwood	FLORIDA	ZIP 32750

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

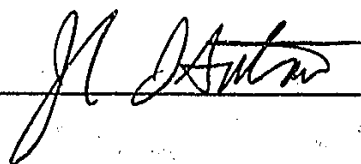
NAME	Albert J. Mueller		
ADDRESS	367 Hickory Drive		
CITY	Maitland	STATE	FL ZIP 32751
NAME	John I. Sutmire		
ADDRESS	1320 Noble Street		
CITY	Longwood	STATE	FL ZIP 32750
NAME	John C. Kimble		
ADDRESS	2836 Alsace Court		
CITY	Orlando	STATE	FL ZIP 32812

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	John I. Sutmire		
ADDRESS	1320 Noble Street		
CITY	Longwood	STATE	FL ZIP 32750
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this _____ day of October 7, _____, 1997.


 _____ (Signature)
 _____ (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED
97 OCT -9 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARDIOGUARD MANAGEMENT, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1365 Bennett Drive - Suite 109
Longwood, FL 32750

has named John I. Sutmire

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

October 7, 1997
(Date)