

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 17 AM 10:30

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Hear + Surgical Group of  
Venice, P.A.

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-10/17/97--01033--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

10-16-97

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: Cher

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RP

10-17-97

ARTICLES OF INCORPORATION

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OF

97 OCT 17 AM 10:30

HEART SURGICAL GROUP OF VENICE, P.A.

The undersigned subscriber, who is duly licensed to practice medicine in the State of Florida, for the purpose of forming a professional corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I.

EFFECTIVE DATE

10.16.97

Name

The name of this corporation is HEART SURGICAL GROUP OF VENICE, P.A..

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription and acknowledgement of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

The corporation is organized to practice the profession of medicine and its purposes in furtherance of the practice of such profession are as follows:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician, licensed under the laws of the State of Florida, is allowed to render, but such professional services shall be rendered only through individuals authorized by the laws of the State of Florida to render such professional services as individuals.

(b) To invest the funds of the corporation in real estate mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 621 of the Florida Statutes, or any laws of the State of Florida.

#### ARTICLE IV.

##### Powers

The corporation shall have power:

(a) To have perpetual succession by its corporation name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V.

##### Capital Stock

This corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI.

##### Initial Registered Office and Agent

##### and Principal Office Address

The street address of the initial registered office of this corporation is 1921 Waldemere Street, Suite 814, Sarasota, Florida

34239, and the name of its initial registered agent at such address is W. PETER GRAPER, M.D.

#### ARTICLE VII.

##### Directors

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Donald M. Snyder, Jr., M.D.	1921 Waldemere Street Suite 814 Sarasota, Florida 34239
W. Peter Graper, M.D.	1921 Waldemere Street Suite 814 Sarasota, Florida 34239
Clifton Lewis, M.D.	1921 Waldemere Street Suite 814 Sarasota, Florida 34239
Harold A. Tabaie, D.O.	1921 Waldemere Street Suite 814 Sarasota, Florida 34239

#### ARTICLE VIII.

##### Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
W. Peter Graper, M.D.	1921 Waldemere Street Suite 814 Sarasota, Florida 34239

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

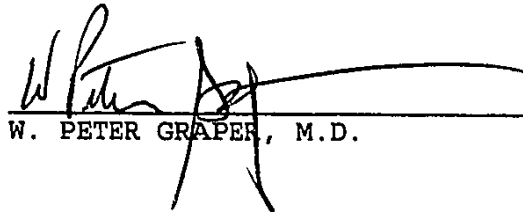
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

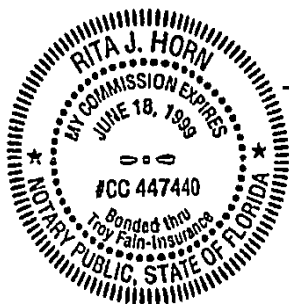
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on OCTOBER 16, 1997.

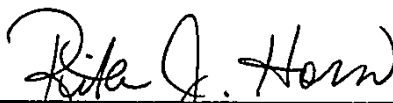
  
W. PETER GRAPER, M.D.

STATE OF FLORIDA

COUNTY OF

The foregoing instrument was acknowledged before me on Oct. 16, 1997, by W. PETER GRAPER, M.D. who is personally known to me or who has produced himself as identification and who did (did not) take an oath.

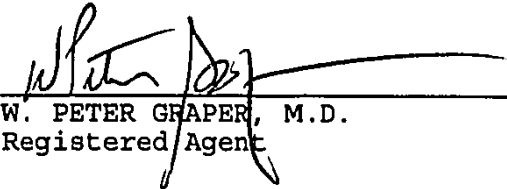


  
(Name Rita J. Horn)  
Notary Public  
Serial Number (if any) CC 447440  
Commission Expiration 6/18/99



Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
\_\_\_\_\_  
W. PETER GRAPER, M.D.  
Registered Agent

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