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LAW OFFICES
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10161 CENTURION PARKWAY NORTH, SUITE 190
JACKSONVILLE, FLORIDA 32256
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CRYSTAL H. RINER,
ADMINISTRATOR

October 15, 1997

Attention: New Filings
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

000002324790--1
-10/20/97--01154--020
***122.50 ***122.50

Re: Filing of Articles of Incorporation for Mobile Cardiology Consultants, Inc.
Client Number: 97068

Dear Sir/Madam:

Please find enclosed an original Articles of Incorporation for Mobile Cardiology Consultants, Inc. and a check in the amount of \$122.50 made payable to "Secretary of State". Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,


Robert L. Wortelboer, Esquire

Enclosure
cc: Joyce Brooks
RLW/jb

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 9:43

9/10/22/97

ARTICLES OF INCORPORATION

OF

MOBILE CARDIOLOGY CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 9:43

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

ARTICLE I

Name

Section 1.1. Name. The name of this corporation is Mobile Cardiology Consultants, Inc. and the address is 12128 Cortez Boulevard, Brooksville, Florida 34613.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of providing mobile diagnostic services.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of one dollar per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **Weidner & Wortelboer, 10161 Centurion Parkway North, Suite 190, Jacksonville, FL 32256** and the name of the initial registered agent of this corporation at that address is **Robert L. Wortelboer, Esquire.**

ARTICLE VI
Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws. The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The name and street address of the first board of directors of this corporation are:

Name

Address

Joyce Brooks

12128 Cortez Boulevard, Brooksville, FL 34613

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII **Bylaws**

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is Joyce Brooks, 12128 Cortez Boulevard, Brooksville, Florida, 34613.

ARTICLE IX **Amendment**

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at anytime by the affirmative vote of the holders of at least seventy five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 7th day of OCT. 1997.


Joyce Brooks

STATE OF FLORIDA)
) ss:
COUNTY OF HERNANDO)

The foregoing instrument was acknowledged before me by Joyce Brooks this 7th day of OCT, 1997.



JEFFREY D. NICHOLAS
COMMISSION # CC 654224
EXPIRES JUN 9, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public, State of Florida
at Large.

My Commission Expires: June 9, 2001

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 AM 9:43

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

That **Mobile Cardiology Consultants, Inc.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Robert L. Wortelboer, Esquire** at **Weidner & Wortelboer, 10161 Centurion Parkway North, Suite 190, Jacksonville, FL 32256** its agent to accept service of process within this State.

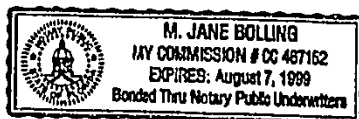
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

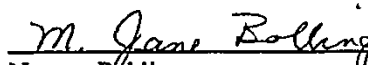


Robert L. Wortelboer, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by Robert L. Wortelboer, who is personally known to me, this 14th day of October, 1997.



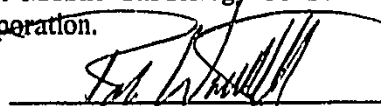


Notary Public
State of Florida At Large

My commission expires: 8-7-99

ACCEPTANCE

I hereby agree to act as registered agent for **Mobile Cardiology Consultants, Inc.**, as stated in the Articles of Incorporation of said Corporation.



Robert L. Wortelboer, Esquire