



THE UNITED STATES
CORPORATION
COMPANY

P97000108755

ACCOUNT NO. : 072100000032

REFERENCE : 652587 123706A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 652587-005

CUSTOMER NO: 123706A

CUSTOMER: David E. Olmsted, Esq
DAVID E. OLMSTED, P.A.

500002385955--1

Suite 101
18501 Murdock Circle
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: CHARLOTTE CARDIAC RESEARCH
CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

EFFECTIVE DATE

12-29-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 8:59

RECEIVED
97 DEC 30 AM 11:23
FALLMONT, NC 27834

12-29-97

ARTICLES OF INCORPORATION
OF
CHARLOTTE CARDIAC RESEARCH CENTER, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION
97 DEC 30 PM 9:00

ARTICLE I - NAME

The name of this corporation is CHARLOTTE CARDIAC RESEARCH CENTER, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of signing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

EFFECTIVE DATE
12-29-97

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2885 Tamiami Trail, Port Charlotte, FL 33952, and the name of the initial registered agent of this corporation at that address is MARIO J. LOPEZ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| TERENCE P. CONNELLY | 2854 Don Quixote Drive Punta Gorda, FL 33950 |
| MARIO J. LOPEZ | 263 George Road Port Charlotte, FL 33952 |

ARTICLE VIII - INCORPORATORS

The names and addresses of the person signing these Articles is:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|---|
| TERENCE P. CONNELLY | 2854 Don Quixote Drive Punta Gorda, FL 33950 |
| MARIO J. LOPEZ | 263 George Road Port Charlotte, FL 33952 |

ARTICLE IX - BY-LAWS


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

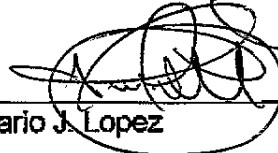
ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the

provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of December, 1997.


Terence P. Connelly


Mario J. Lopez

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

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

That CHARLOTTE CARDIAC RESEARCH CENTER, INC., desiring to organize under the laws of the State to Florida with its principal office, as indicated in the Articles of Incorporation, at 2885 Tamiami Trail, Port Charlotte, County of Charlotte, State of Florida, has named MARIO J. LOPEZ, located at 2885 Tamiami Trail, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Dated this 29th day of December, 1997.



Mario J. Lopez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 9:00