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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JOSEPH V. CERAMI, M.D., P.A.
(Corporation Name) (Document #) 600002418086-5
-02/02/98-01022-020
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

K. Rolfe FEB 2 1998

ARTICLES OF INCORPORATION
FOR
JOSEPH V. CERAMI, M.D., P.A.

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TALLAHASSEE, FLORIDA

This undersigned, a natural person, and duly licensed to practice cardiology in the State of Florida, does hereby form a corporation under the Florida Professional Services Corporation Act and other laws of the State of Florida.

ARTICLE ONE

The name of the Corporation is JOSEPH V. CERAMI, M.D., P.A.

ARTICLE TWO

The purpose for which the Corporation is organized is to practice cardiology. Subject to the laws of the State of Florida regarding Professional Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Professional Corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the Corporation is authorized to issue and have at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

ARTICLE FIVE

The street address of the principle office of the Corporation and the Corporation's initial registered office is 601 NORTH FLAMINGO ROAD, SUITE 407, PEMBROKE PINES, FLORIDA 33028, and the initial Registered Agent at that address is JOSEPH V. CERAMI, M.D.

ARTICLE SIX

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than ten.

ARTICLE SEVEN

The name and street address of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

NAME	ADDRESS
JOSEPH V. CERAMI, M.D.	601 NORTH FLAMINGO ROAD / #407 PEMBROKE PINES, FLORIDA 33028

ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE NINE

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE TEN

The name and street address of the person signing these articles is:

NAME

ADDRESS

JOSEPH V. CERAMI, M.D.

601 NORTH FLAMINGO ROAD / #407
PEMBROKE PINES, FLORIDA 33028

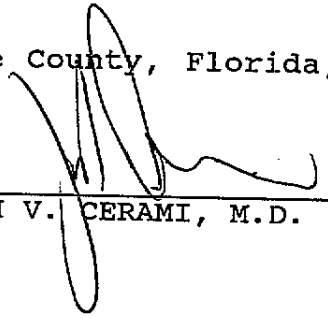
ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE TWELVE

The initial By--Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED at North Miami Beach, Dade County, Florida, this
29 day of January, 1998.

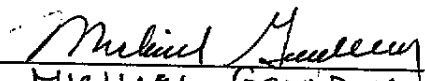


JOSEPH V. CERAMI, M.D.

STATE OF FLORIDA)
COUNTY OF DADE)

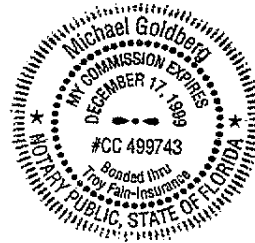
The foregoing instrument was acknowledged before me this
29 day of January, 1998, by JOSEPH V. CERAMI, M.D., to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of JOSEPH V. CERAMI, M.D., P.A., who is personally known to me as the person described in and who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at North Miami Beach, Florida the day and year first written above.



MICHAEL GOLDBERG
(Printed Name of Notary)

499743
Serial Number of Notary
Notary Public
State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

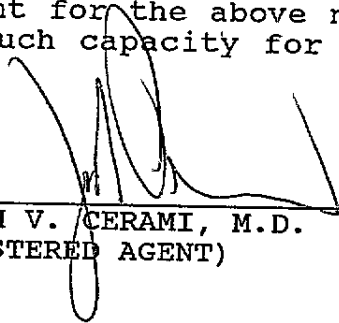
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

JOSEPH V. CERAMI, M.D., P.A., desiring to organize under the laws of the State of Florida, hereby designates JOSEPH V. CERAMI, M.D., as its Registered Agent and 601 NORTH FLAMINGO ROAD, SUITE 407, PEMBROKE PINES, FLORIDA 33028 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



JOSEPH V. CERAMI, M.D.
(REGISTERED AGENT)

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