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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: AMERICAN CARDIOVASCULAR INSTITUTE, INC.

AUDIT NUMBER.....H98000005751

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
AMERICAN CARDIOVASCULAR INSTITUTE, INC.**

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The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is AMERICAN CARDIOVASCULAR INSTITUTE, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Mike Segal, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than three. The name and address of the initial directors of the Corporation are:

David Galbut, M.D.
4701 Meridian Avenue
Adams Building, Suite 402
Miami Beach, Florida 33140

PREPARED BY:
Mike Segal, Esquire
Florida Bar No. 0124779
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

EFFECTIVE DATE
3-24-98

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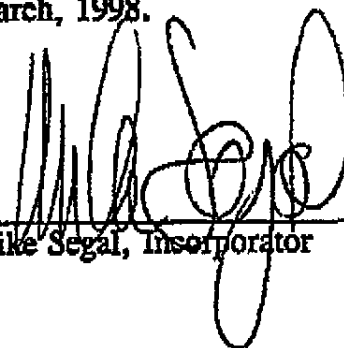
Kevin M. Coy, M.D.
Miami International Cardiology Consultants, Inc.
4701 Meridian Avenue
Suite 7450-A
Miami Beach, Florida 33140

Ariel D. Soffer, M.D.
Florida Institute For Cardiovascular Care, P.A.
6100 Hollywood Boulevard, #104
Hollywood, Florida 33024

EIGHTH: The corporate existence of the Corporation shall commence on March 24, 1998.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of March, 1998.


Mike Segal, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Martha Freeman
Martha Freeman, Assistant Secretary

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