



THE UNITED STATES
CORPORATION
COMPANY

P98000029853

ACCOUNT NO. : 072100000032

REFERENCE : 764194 4369500

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Puynt

ORDER DATE : April 1, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 764194-005

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

900002474959--1

DOMESTIC FILING

NAME: IMM CARDIOLOGY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

WS/4/1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 11:46

RECEIVED
98 APR -1 AM 10:43
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

IMM CARDIOLOGY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 AM 11:46

THE UNDERSIGNED incorporator, for purposes of forming Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST: The name of the corporation is: IMM CARDIOLOGY, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is: 2333 Brickell Avenue, Suite D-1, Miami, Florida 33129.
- 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: 1201 Hays Street, Tallahassee, Florida 32301; and the registered agent at that address is Corporation Service Company.
- FIFTH: The name and address of the incorporator of the Corporation is: David J. Winker, Esq., c/o McDermott, Will & Emery, 201 South Biscayne Boulevard 22nd Floor, Miami, Florida 33131.
- SIXTH: The Corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).
- SEVENTH: The name and address of the initial director who shall hold office for the first year of existence of the Corporation or until the earlier of his resignation or removal is: Enrique Murciano, M.D., 2333 Brickell Avenue, Suite D-1, Miami, Florida 33129.

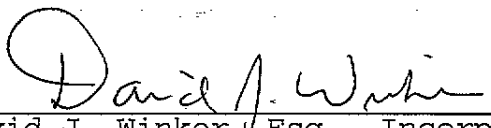
Prepared by:
David J. Winker, Esq.
McDermott, Will & Emery
201 South Biscayne Boulevard, 22nd Floor
Miami, Florida 33131
Florida Bar No. 0073148

EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on the date of filing hereof with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 36 day of March, 1998.



David J. Winker, Esq., Incorporator

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.

Corporation Service Company

By: Karen B. Rozar

\45343\010\80ARTDJW.001

Karen B. Rozar, As Its Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 11:46