

P98000040173



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 805033 9585A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 2:53

ORDER DATE : May 4, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 805033-005

CUSTOMER NO: 9585A

300002509723--6

CUSTOMER: Archie O. Lowry, Esq
POTTER CLEMENT AND LOWRY

308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: LEESBURG HEART GROUP, P.A.

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: Christopher Smith

EXAMINER'S INITIALS:

g 5/4/98

RECEIVED
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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
LEESBURG HEART GROUP, P.A.**

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ARTICLE I. NAME

The name of this corporation is LEESBURG HEART GROUP, P.A., whose address is 101 South 11th Street, Suite 1, Leesburg, Florida 34748.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of forming a professional service corporation for profit by virtue of the provisions of Florida Statute 621 and engaging in every aspect of the practice of medicine and all its fields of specialization as engaged by doctors of medicine in the State of Florida. The corporation shall be permitted to invest its funds in real estate, mortgages, stocks, bonds and other type of investments permitted by law and to own real and personal property necessary for the rendering of professional services.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand Shares (10,000) shares of Common Stock
having a Nominal or Par Value of One and No/100 Dollars
(\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money of

the United States of America, or in property, labor or services, which, in the judgment of the Board of Directors of the Corporation shall be of a valuation equivalent to the value of stock to be issued.

Shares of the corporation's stock and certificates shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render same professional service as the corporation.

ARTICLE VI. PREEMPTIVE RIGHTS

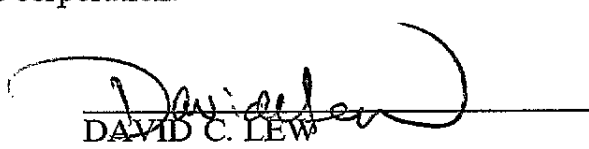
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered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

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 101 South 11th Street, Suite 1, Leesburg, FL, 34748, and the name of the initial registered agent of this corporation at that address is David C. Lew.

ACKNOWLEDGEMENT:

Having been made to accept service of process for the above state corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties. I hereby am familiar with and accept the obligations as registered agent for said corporation.


DAVID C. LEW
Registered Agent

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one (1) director at all times. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

DAVID C. LEW

101 South 11th St., Suite 1
Leesburg, FL 34748

JOSE R. ROSADO

101 South 11th St., Suite 1
Leesburg, FL 34748

Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment and by means of which all persons participating in the meeting can hear each others views.

ARTICLE IX. LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods of longer than one (1) year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, or any executive officer under such contracts.

ARTICLE X. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act without a meeting, as provided in Florida Statute 621 or in the By-laws.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Archie O. Lowry, Jr.

308 East Fifth Avenue
Mount Dora, Florida 32757

ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XIII. STOCK TRANSFER AGREEMENT

If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interests of any one or more of

the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of this agreement. If the agreement so provides, the certificates of stock shall be registered so that the shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy and without proof of authority.

Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621 and no shareholder may sell or transfer any such shareholder's shares of stock in this corporation except to another individual who is, under the provisions of Florida Statute 621 eligible to be a shareholder of this corporation.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

ARTICLE XV. BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders or Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of April, 1998.


ARCHIE O. LOWRY, JR.
Subscriber

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by ARCHIE O. LOWRY, JR., Subscriber to these Articles of Incorporation.

Lacey L. Holloway
NOTARY PUBLIC
Commission Expires:



LACEY L. HOLLOWAY
My Commission CC468235
Expires Jul. 15, 1999
Bonded by HAI
800-422-1555

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