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DENNIS KNOX BAYER

— Attorney at Law —

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July 27, 1998

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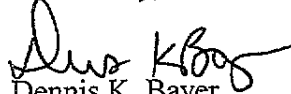
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Cardiology Physicians and Consultants, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for Cardiology Physicians and Consultants, Inc. and a check in the amount of \$122.50 representing the filing fee. Please process the articles at your earliest convenience.

Yours truly,


Dennis K. Bayer

DKB:sk
Enclosures

APPROVED
AND
FILED
98 JUL 31 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 4 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARDIOLOGY PHYSICIANS and CONSULTANTS, Inc.

The undersigned subscribers, natural persons competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I
NAME

The name of the proposed corporation is: CARDIOLOGY PHYSICIANS and CONSULTANTS, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

1. The corporation will be engaged in the practice of medicine in the field of cardiology. Such practice shall include treatment and counseling of patients, medical research, training and related endeavors. In addition, the corporation may own and lease buildings and equipment to others for use in the field of medicine.

2. The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock with a value of TEN DOLLARS (\$10.00) per share.

ARTICLE IV
AMENDMENTS

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 611 N. Clyde Morris Boulevard, Daytona Beach, Florida 32115.

The principal place of business of this corporation is: 611 N. Clyde Morris Boulevard, Daytona Beach, Florida 32115.

ARTICLE VIII DIRECTORS

The number of directors of this corporation shall be three (3). The name and street address of the members of the first Board Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

	NAME	ADDRESS
PRESIDENT	James Carley, M.D.	611 N. Clyde Morris Blvd. Daytona Beach, FL 32115
VICE-PRESIDENT	Kim Klancke, M.D.	695 N. Clyde Morris Blvd. Daytona Beach, FL 32115
SECRETARY/ TREASURER	David Henderson, M.D.	611 N. Clyde Morris Blvd. Daytona Beach, FL 32115

ARTICLE IX
SUBSCRIBERS

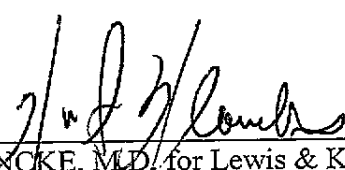
The names and addresses of the subscribers are:

NAME	ADDRESS
Lewis & Klancke Cardiology, P.A.	695 N. Clyde Morris Blvd. Daytona Beach, FL 32115
David Henderson, M.D. Humuyan Jamidar, M.D. James Carley, M.D.	611 N. Clyde Morris Blvd. Daytona Beach, FL. 32115

ARTICLE X
RESIDENT AGENT

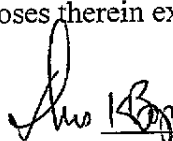
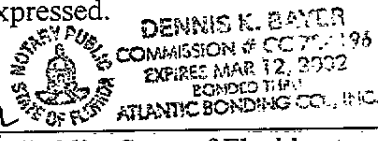
The resident agent of this corporation shall be Kim Klancke, M.D., which resident agent shall accept service of process within this State. The address for such service shall be 695 N. Clyde Morris Boulevard, Daytona Beach, Florida, 32115.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 22 day of July, 1998.


KIM KLANCKE, M.D. for Lewis & Klancke
Cardiology, P.A.

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this day personally appeared before me, KIM KLANCKE, M.D. on behalf of Lewis & Klancke Cardiology, P.A. to me well known and known to me to be the person who subscribed the foregoing Articles of Incorporation of Cardiology Physicians and Consultants, Inc., and who acknowledged to me and before me her signature thereto and that she executed the same freely and voluntarily and for the uses and purposes therein expressed.

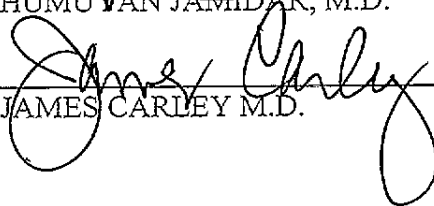


Notary Public, State of Florida at
Large. My Commission Expires:



DAVID HENDERSON, M.D.



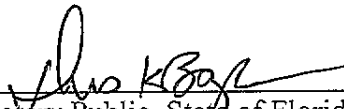
HUMUYAN JAMIDAR, M.D.



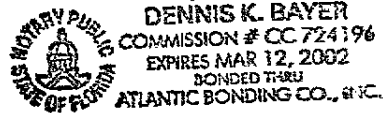
JAMES CARLEY M.D.

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this day personally appeared before me, DAVID HENDERSON, M.D., HUMUYAN JAMIDAR, M.D. and JAMES CARLEY, M.D., to me well known and known to me to be the persons who subscribed the foregoing Articles of Incorporation of Cardiology Physicians and Consultants, Inc., and they acknowledged to me and before me their signatures thereto and that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

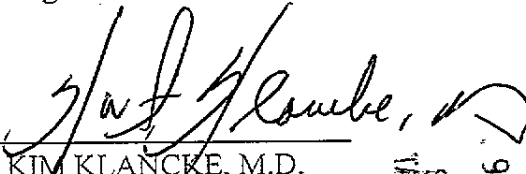


Notary Public, State of Florida at
Large. My Commission Expires:



ACCEPTANCE

I hereby accept the above designation as Registered Agent of CARDIOLOGY PHYSICIANS and CONSULTANTS. Inc.



KIM KLANCKE, M.D.

98 JUL 31 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED