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CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 918289 4329479

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : August 6, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 918289-005

CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

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DOMESTIC FILING

NAME: CHILDREN'S HEART INSTITUTE OF FLORIDA, INC.

EFFECTIVE DATE:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -6 PM 1:08

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: JG 8/6/98

Articles of Incorporation

of

Children's Heart Institute of Florida, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is Children's Heart Institute of Florida, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 3813 Oakwater Circle, Orlando, Florida 32806.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), $1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
A.G.C. Co.	200 South Orange Avenue SunTrust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a

majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Agustin Ramos	3813 Oakwater Circle Orlando, Florida 32806

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 5th day of August, 1998.

A.G.C. Co.

By: [signature]
G. Thomas Ball
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF Orange)

5th The foregoing instrument was acknowledged before me this 5th day of August, 1998, by G. Thomas Ball of A.G.C. Co., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced Personally Known as identification.

Maria S. Roa
(Notary Signature)

MARIA S. ROA
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC 572240

(NOTARY SEAL)

MARIA S. ROA
MY COMMISSION # CC 572240
EXPIRES: July 25, 2000
Bonded Thru Notary Public Underwriters

D:\23785\93001\ARTINC.
August 5, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Children's Heart Institute of Florida, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By: G. Thomas Ball
G. Thomas Ball
Vice President

DATED: August 5, 1998