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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
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PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOUTH FLORIDA HEART INSTITUTE, P.A.

AUDIT NUMBER.....H98000019580

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

CERT. OF STATUS..0

PAGES.....8

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**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA HEART INSTITUTE, P.A.**

THE UNDERSIGNED, has executed the following document as Incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as Incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this professional service corporation is South Florida Heart Institute, P.A.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is as follows:

To engage in every aspect and phase of the practice of medicine by graduate physicians licensed to practice in the State of Florida or any political subdivision thereof or the laws of the United States, the furnishing of related services and the lease or purchase of real and personal property as is necessary for the rendering of the practice.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows:

Ten Thousand (10,000) shares of common stock with no par value.

ARTICLE IV

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by a By-Law of this corporation.

**STEVEN H. SHULMAN, P.A.
ONE BOCA PLACE
2265 GLADES RD., SUITE 919-A
BOCA RATON, FL 33431**

(561) 912-9944
FBNO. 508860

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ARTICLE VI

This corporation shall exist perpetually, commencing at the time of filing of the Articles of Incorporation by the Secretary of State.

ARTICLE VII

The principal place of business of this corporation shall be located at 13489 Military Trail, Delray Beach, Florida, 33484, and it may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VIII

The street address of the initial registered office of this corporation is 13489 Military Trail, Delray Beach, Florida, 33484, and the name of the initial registered agent of this corporation is Arthur P. Weiner M.D.

ARTICLE XI

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1), but no more than five (5) Directors, the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE X

The names and post office addresses of the first Board of Directors and the officers of this corporation who shall hold office until their successors are elected and have qualified are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Arthur P. Weiner, M.D.	President	13489 Military Trail, Delray Beach, Fl.
Mark L. Gardner, M.D.	Vice-President	13489 Military Trail, Delray Beach, Fl.
Mark Fisher, M.D.	Secretary, Treasurer	13489 Military Trail, Delray Beach, Fl.

ARTICLE XI

The names and addresses of the subscriber(s) to these Articles of Incorporation, together with the number of shares each agrees to take and the consideration to be paid therefor are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES/AMOUNT</u>
Arthur P. Weiner	13489 Military Trail, Delray Beach, Fl. 33484	100/\$100.00
Mark L. Gardner	13489 Military Trail, Delray Beach, Fl. 33484	100/\$100.00
Mark Fisher	13489 Military Trail, Delray Beach, Fl. 33484	100/\$100.00

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ARTICLE XII

Special provisions for the regulation of this corporation are as follows:

The annual meeting of the Stockholders and Directors of this corporation shall be held on the first Monday of January of each year.

Any meeting of the Stockholders or Board of Directors may be held either within or without the State of Florida, without notices, by the written consent of all Stockholders or Directors, as the case may be.

The officers of this corporation shall be President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary. Any one person may hold two (2) offices.

The Directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation, real or personal of any kind or nature, including accounts receivable, inventories or raw materials or finished products, furniture, fixtures, automotive equipment, machinery, buildings or any other items of real or personal property of value to the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers and upon the present and future stockholders of the corporation.

The Directors of the corporation are specifically empowered to pass on and fix the compensation of Directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in, or are Directors of or officers of such other corporations, any Director individually, or any firm which any Director may be a member, may be a party to or may be pecuniary or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person

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who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE XIV

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (1) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (2) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The corporation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been Directors or officers, or a Director or officer of a corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty, or nolo contendere, or its equivalent, or after trial), shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, Agreements, vote of Stockholders, or otherwise.

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ARTICLE XV

No stock of this corporation shall be issued to anyone other than an individual who is a graduate physician licensed to practice medicine in the State of Florida.

ARTICLE XVI

This Article 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 in the Stockholders meeting by all of the stockholders 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 of Incorporation be made.

The undersigned, being the original subscriber(s) and incorporator(s) of the foregoing corporation hereby certify that the foregoing constitutes the proposed Articles of Incorporation of South Florida Heart Institute, P.A.

WITNESS my hand and seal this 20th day of October 1998.

Arthur P. Weiner
Arthur P. Weiner, M.D.

Mark L. Gardner
Mark L. Gardner, M.D.

Mark Fisher
Mark Fisher, M.D.

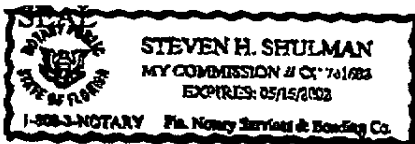
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STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Arthur P. Weiner, personally known to me or who has produced valid Driver's License as identification, to be the incorporator described herein and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 20th day of October, 1998.



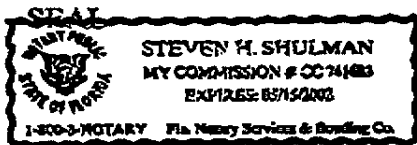
Notary Public

Print Name: STEVEN H. SHULMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Mark L. Gardner, personally known to me or who has produced valid Driver's License as identification, to be the incorporator described herein and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 20th day of October, 1998.



Notary Public

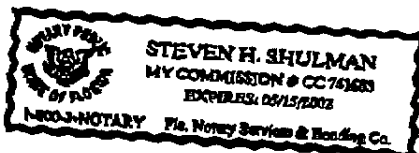
Print Name: STEVEN H. SHULMAN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Mark Fisher, personally known to me or who has produced a valid Driver's License as identification, to be the incorporator described herein and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 20th day of October, 1998.

SEAL



Notary Public

Print Name: STEVEN H. SHULMAN

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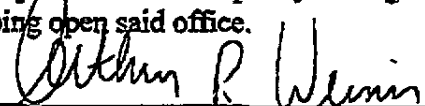
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Section 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

South Florida Heart Institute, P.A., desires to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, 13489 Military Trail, Delray Beach, Florida 33484, has named Arthur P. Weiner, M.D. located at 13489 Military Trail, Delray Beach, Florida 33484, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.



Arthur P. Weiner, M.D.
Registered Agent

Dated this 20th day of October, 1998.

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TALLAHASSEE, FLORIDA

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