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LAW OFFICES

BUCHBINDER & ELEGANT

PROFESSIONAL ASSOCIATION

BANK ATLANTIC BUILDING • FOURTH FLOOR

46 SOUTHWEST FIRST STREET

MIAMI, FLORIDA 33130-1610

HARRIS J. BUCHBINDER*
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CAROLINA A. ECHARTÉ

TELEPHONE (305) 358-1515

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*ALSO ADMITTED IN COLORADO

December 17, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002717753--1
-12/21/98-01101-006
*****78.75 *****78.75

Re: Articles of Incorporation for Caring Cardiology, P.A.

Gentlemen:

Enclosed for filing please find original and one copy of Articles of Incorporation for Caring Cardiology P.A., along with a check payable to Secretary of State in the amount of \$78.75, please return of a certified copy of the articles.

Than you for your prompt attention. If you have any questions, please call me.

Sincerely,

Mary Gonzalez

Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 AM 10:24

B. BROCK DEC 23 1998

ARTICLES OF INCORPORATION
OF
CARING CARDIOLOGY, P.A.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the professional service corporation shall be:

CARING CARDIOLOGY, P.A.

The address of the principal office of this professional service corporation shall be:

4302 Alton Road
Suite 560

Miami Beach, Florida 33140

and the mailing address of the professional service corporation shall be the same.

ARTICLE II

NATURE OF THE BUSINESS

The nature and purpose of this professional service corporation is to render professional medical services and all things customarily associated therewith including, but not limited to, investing funds, owning real and personal property and engaging in any other activities authorized by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV

REGISTERED AGENT

The street address of the initial registered office of the professional service corporation shall be:

46 S.W. First Street, 4th Floor
Miami, Florida 33130

and the name of the initial registered agent of the professional service corporation at that address is:

BUCHBINDER & ELEGANT, P.A.

ARTICLE V

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the professional service corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This professional service corporation shall have at least one Director. The name and address of the initial member of the Board of Directors is:

Roy Heilbron, M.D.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Roy Heilbron, M.D.,
4302 Alton Road
Suite 560
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a professional service corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 16 day of December, 1998.



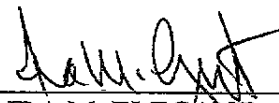
Roy Heilbron, M.D., Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

BUCHBINDER & ELEGANT, P.A., having a business office identical with the registered office of the professional service corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BUCHBINDER & ELEGANT, P.A.

By: _____



IRA M. ELEGANT
Registered Agent

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