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May 3, 1999

clude suffix)

ROSEMARY COONEY  
CERTIFIED CIVIL MEDIATOR

BONNIE EYLER

MARK W. KLINGENSMITH

R. WILLIAM RUTTER, JR.  
CERTIFIED CIVIL MEDIATOR

BARBARA W. SONNEBORN  
BOARD CERTIFIED CIVIL TRIAL LAWYER

JEFFREY L. BLOSTEIN

K. STUART GOLDBERG

JEFFREY R. ROLLINS

MICHAEL S. SMITH

TERRY R. SWARTZ

MEDICAL CONSULTANTS

EDWARD J. WARD, M.D.

HEIDI W.J. ORDO, Ph.D.

DIANA WOHLSTEIN, R.N.  
DIANNE BLACKBURN, R.N.

CERTIFIED LEGAL ASSISTANTS

DANA A. LYONS

JOYCE K. NIESMAN

DEBORAH L. SMITH

CONTROLLER

ELLEN R. HOFFACKER, CPA

Secretary of State of Florida  
Corporations Division  
Tallahassee, FL 32304

Re: Heartcom, Inc.  
Our File No. 669101

Dear Staff:

I am enclosing herein, the original and one copy of the Articles of Incorporation of the above-captioned corporation and would appreciate your filing same.

Also enclosed is our check in the amount of \$122.50 to cover the cost of incorporation, as follows:

Filing Fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	\$52.50

Enclosed also is a Certificate Designating Place of Business for the service of process within the state, naming the Resident Agent upon whom process may be served.

Very truly yours,

  
Terry Swartz

Enclosures  
cc: Vardhan Reddy, M.D.

DMC 6/10/99

800002863348--7

-05/05/99-01047-007

\*\*\*122.50 \*\*\*\*\*78.75

on and a check for : \_\_\_\_\_

FILED  
99 MAY -5 PM12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HEARTCOM, INC.**

**FILED**

99 MAY -5 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being natural persons, competent to contract, hereby subscribe to and form this corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is HEARTCOM, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

To engage in activities involving healthcare, to include but not be limited to the creation, acquisition, sales and or purchase of healthcare related devices, equipment, technology, and supplies, as well as the acquisition and or dissemination of information related to healthcare including publishing of information and accumulating data bases.

**ARTICLE III**

**SHARES OF STOCK**

The authorized capital stock of this corporation shall be One Thousand (1,000) shares of common voting stock at a par value of one (\$1.00) dollar. Every share of capital common stock shall be entitled to equal voting rights; i.e. one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

All of said stock shall be payable in cash or property, other than stock or securities in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

#### **ARTICLE IV**

##### **INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00)

#### **ARTICLE V**

##### **TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VI**

##### **ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 12231 Brisbane Lane, Wellington, Florida, 33414. The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

#### **ARTICLE VII**

##### **DIRECTORS**

This corporation shall initially have Three (2) Directors. This number may be increased or diminished from time to time as provided for in the by-laws of the corporation.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names and post office addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Vardhan Reddy, M.D.	12231 Brisbane Lane Wellington, Fl. 33414	President
Jaya Reddy	12231 Brisbane Lane Wellington, Fl. 33414	Secretary/Treasurer

**ARTICLE IX**  
**SUBSCRIBERS**

The initial subscribers to these Articles of Incorporation are: Vardhan Reddy, M.D. whose address is 12231 Brisbane Lane, Wellington, Florida 33414 and Jaya Reddy, whose address is 12231 Brisbane Lane, Wellington, Florida 33414.

Each subscriber to these Articles of Incorporation agrees to subscribe to 100 shares of capital common stock.

**ARTICLE X**  
**AMENDMENTS**

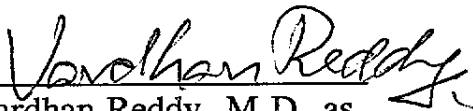
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and stockholders sign express written statements manifesting their intent that a certain amendment to

these Articles of Incorporation can be made.

**ARTICLE XI**  
**LIMITATIONS ON CORPORATE STOCK**

No stockholder may enter into any voting trust agreement or other type of agreement vesting another person or entity with the authority to exercise the voting power of any or all of his or her stock.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares as set forth above, and do hereby execute these Articles of Incorporation on this 22nd day of April, 1999.

  
Vardhan Reddy, M.D. as  
President and Incorporator

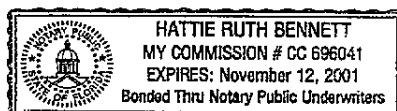
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of April, 1999 who is personally known to me.

(SEAL)



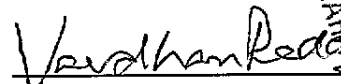


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act. That Vardhan Reddy, M.D., and Jaya Reddy, desiring to organize under the laws of the State of Florida, the corporation known as HEARTCOM, INC. with its principal office at, 12231 Brisbane Lane, Wellington, Florida 33414 has named Vardhan Reddy, M.D. whose address is 12231 Brisbane Lane, Wellington, Florida 33414 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I Vardhan Reddy, M.D. hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Vardhan Reddy, M.D.  
Resident Agent

**FILED**  
99 MAY -5 PM 12:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE