



THE UNITED STATES  
CORPORATION  
COMPANY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 415069 7132640

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : October 15, 1999

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CUSTOMER NO: 7132640

CUSTOMER: Amy Lewis Bergen, Esq  
BUCHANAN INGERSOLL, P.C.  
BUCHANAN INGERSOLL, P.C.  
Suntrust Financial Center  
401 E. Jackson Street, #2500  
Tampa, FL 33602

DOMESTIC FILING

NAME: FLORIDACARDIAC NETWORK IV, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 10/15/99

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RECEIVED

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CARDIAC NETWORK IV, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as sole incorporator of FLORIDA CARDIAC NETWORK IV, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**

**Name**

The name of the Corporation is:

**FLORIDA CARDIAC NETWORK IV, INC.**

**ARTICLE II**

**Business and Activities**

The Corporation is organized for the purpose of networking physicians who are board certified in cardiology and cardiovascular surgery to provide diagnostic, medical and surgical services to members of health maintenance organizations, insurers and other pre-paid health plans, including accountable health partnerships, regional and corporate health alliances on a capitated or other basis, and pooling and sharing the risks inherent in the provision of such medical care and reimbursement. In addition to the foregoing, the Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**Capital Stock**

3.1 **Authorized Shares.** The total number of shares of capital stock that the Corporation shall have the authority to issue shall be 10,000 shares, having a par value of \$1.00 per share.

3.2 **Voting Rights.** The holders of stock shall be entitled to vote for the election of Directors, and shall be entitled to vote upon all matters subject to a vote of the shareholders.

**ARTICLE IV**  
**Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

**ARTICLE V**  
**Principal Office**

The address of the Principal Office of the Corporation is 14320 Bruce B. Downs Boulevard, Tampa, Florida 33613. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VI**  
**Mailing Address**

The mailing address of the Corporation is 14320 Bruce B. Downs Boulevard, Tampa, Florida 33613.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 401 East Jackson Street, Suite 2500, Tampa, Florida 33602, and the initial Registered Agent at such address is R. Andrew Rock, Esquire.

**ARTICLE VIII**  
**Board of Directors**

8.1 Number of Directors. The number of Directors constituting Board of Directors of the Corporation shall be as fixed from time to time by or pursuant to these Articles of Incorporation or the Bylaws of the Corporation (the "Bylaws"). The number of Directors shall initially be Five (5).

8.2 Election of Directors. The Directors shall be elected by the holders of a majority of the issued and outstanding shares stock..

8.3 Initial Directors. The names and addresses of the persons who are to serve as the Initial Directors, and until their successors are elected and shall qualify, and the classes are as follows:

Thomas W. Woodrow, M.D.	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
James E. Pope, M.D.	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
Hal Applebaum, M.D.	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
Roberto Medina, M.D.	14320 Bruce B. Downs Boulevard Tampa, Florida 33613
Peter Berman, M.D.	14320 Bruce B. Downs Boulevard Tampa, Florida 33613

#### **ARTICLE IX**

##### **Initial Officers**

The Corporation shall have a President, a Secretary, a Treasurer, and such number of Vice Presidents, Assistant Secretaries and Assistant Treasurers as provided in the Bylaws. The names of the persons who are to serve as the initial officers of the Corporation and until successors are elected and shall qualify and the offices to which such persons are appointed are as follows:

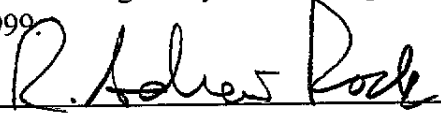
President	- James E. Pope, M D
Vice President	- Thomas W. Woodrow, M.D.
2nd Vice President	Peter Berman, M.D.
Secretary	- Roberto Medina, M.D.
Treasurer	- Hal Applebaum, M.D.

The addresses for each of the officers is 14320 Bruce B. Downs Boulevard, Tampa, Florida 33613.

**ARTICLE X**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is: R. Andrew Rock, Esq., Buchanan Ingersoll Professional Corporation, 401 East Jackson Street, Suite 2500, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 13<sup>th</sup> day of OCTOBER, 1999.

  
\_\_\_\_\_  
R. Andrew Rock, Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

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**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 13<sup>th</sup> day of OCTOBER, 1999.

*[Signature]*  
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