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99 NOV 18 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 15, 1999

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-11/18/99--01048--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam:

Please find enclosed herewith the original and one copy of the Articles of Incorporation for Cardiac Event Monitoring of Florida, Inc., as well as a check in the amount of \$78.75 representing payment for the filing of Articles and a certified copy of the Articles as filed with your office to be returned to us for our files.

If you have any questions, please feel free to contact me personally at (305) 824-1107.

Sincerely,

  
Manuel M. Vila

Enclosures:

Articles of Incorporation (2)  
Check for Filing Fees

11/23  
Informed client by letter corrected  
cert of Desig. to show principal address  
located in Hialeah Gardens not Miami to  
be consistent with Art. I.  
SH

S. Thompson NOV 23 1999

ARTICLES OF INCORPORATION  
OF  
CARDIAC EVENT MONITORING OF FLORIDA, INC.  
( A STOCK CORPORATION )

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ARTICLE I. Name and Term of Existence

The name of the corporation ("The Corporation") is:

CARDIAC EVENT MONITORING OF FLORIDA, INC.

Its principal office shall be located at 10550 N.W. 77<sup>TH</sup> Court, Suite #224, Hialeah Gardens, Florida 33016.  
This Corporation shall have perpetual existence.

ARTICLE II. Purposes

The Corporation shall have unlimited power to engage in any or all lawful business for which corporations may be incorporated under this chapter.

ARTICLE III. Capital Stock

The total number of shares of common stock which the corporation has authority to issue is one hundred shares ( 100 ) of the par value of one dollar ( \$1.00 ) , all of one class common stock, and having an aggregate value of one hundred dollars ( \$100.00 ).

ARTICLE IV. Registered Agent

The registered agent of this Corporation shall be Manuel M. Vila located at 10550 N.W. 77<sup>th</sup> Court, Suite #224, Hialeah Gardens, Florida, 33016.

ARTICLE V. Subscribers

The name and address of the subscribed to these articles is:

MANUEL M. VILA	10550 N.W. 77 th Court
	Suite #224
	Hialeah Gardens, Florida, 33016

ARTICLE VI. Officers

The officers of the Corporation shall be as follows:

President, Vice President, Secretary, Treasurer.

The officers of the Corporation shall be selected annually by the Board of Directors at a meeting to be held on the last Tuesday of November.

The names of the officers of the Corporation are as follows:

President	MANUEL M. VILA
Vice President	MANUEL M. VILA
Secretary	MANUEL M. VILA
Treasurer	MANUEL M. VILA

#### ARTICLE VII. Board of Directors

The affairs of the Corporation shall be conducted by a Board of Directors with membership of at least one ( 1 ) persons. The Board of Directors shall be elected by the stockholders. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than (1) one. The name and address of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MANUEL M. VILA	10550 N.W. 77 <sup>th</sup> Court, Suite #224 Hialeah Gardens, Florida 33016

#### ARTICLE VIII. By-Laws

The members of the Board of Directors shall have the right to make such By-Laws. The By-Laws shall be adopted upon unanimous approval by all the shareholders of the Corporation at a regular meeting or special business meeting of the Corporation called for such purposes.

#### ARTICLE IX. Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, presented by them to the shareholders and approved at a shareholder's meeting by unanimous decision of all the shareholders of the Corporation present and voting.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated .

  
MANUEL M. VILA

STATE OF FLORIDA       )  
COUNTY OF DADE       )   SS

BEFORE ME, the undersigned authority, this day personally appeared the above within named:

MANUEL M. VILA

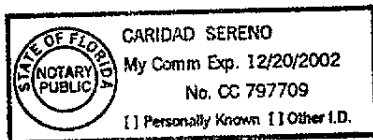
to me known to be the person who executed the foregoing Articles of Incorporation of CARDIAC EVENT MONITORING OF FLORIDA, INC., and MANUEL M. VILA as Registered Agent of said Corporation, and he acknowledged before me, according to Law, that he made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at Miami, Dade County, Florida, this  
15<sup>th</sup> day of November, 1999.

*Caridad Sereno*

NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



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


In compliance with section 48.091, Florida Statute, the following is submitted:

That CARDIAC EVENT MONITORING OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at Hialeah Gardens, State of Florida, has named MANUEL M. VILA 10550 N.W. 77<sup>TH</sup> Court, Suite #224, Hialeah Gardens, Florida 33016, as its agent to accept service of process within Florida.

*Manuel M. Vila*  
MANUEL M. VILA

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Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the property and complete performance of my duties.

  
MANUEL M. VILA  
Registered Agent

Dated this 15<sup>th</sup> day of November, 1999 in Miami, Dade County, Florida.

County of Dade           )  
State of Florida       )     SS

I hereby certify that on this 15<sup>th</sup> day of November, 1999, before me a notary public authorized in the State of Florida to take acknowledgments personally appeared MANUEL M. VILA to me known to be the person described as director in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation, and that the facts therein are truly set forth.

Witnesseth my hand and official seal at Miami, Dade County, Florida the year and day aforesaid.

  
Notary Public- State of Florida at Large

My commission expires:

