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**DANIEL B. MERRITT, JR., P.A.**

**JOHN M. KELLER, P.A.**

December 13, 1999

FILED  
99 DEC 15 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-12/15/99--01063--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Diagnostic Cardio-Care, Inc.

Dear Sir/Madam:

Enclosed for filing please find enclosed original Articles of Incorporation for Diagnostic Cardio-Care, Inc., and a check in the amount of the filing fee for \$78.75.

Please forward the Certificate of Incorporation to my attention at your earliest convenience.

If you have any questions, please feel free to contact me.

Sincerely,

MERRITT & KELLER



Daniel B. Merritt, Jr., Esq.

**ARTICLES OF INCORPORATION**

**FOR**

**DIAGNOSTIC CARDIO-CARE, INC.**

FILED  
99 DEC 15 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I - NAME**

Section 1.1 **Designation**. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

**DIAGNOSTIC CARDIO-CARE, INC.**

and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II - DURATION**

Section 2.1 **Perpetual Existence**. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

Section 3.1 **Place of Business**. The principal place of business of the Corporation shall be located at 5112 Higate Road, Spring Hill, Florida, 34609, or at such other place as may from time-to-time be specified by the Board of Directors (the **Board**).

Section 3.2 **Mailing Address.** The mailing address of the corporation shall be 5112 Higate Road, Spring Hill, Florida, 34609, or as from time-to-time specified by the Board.

#### **ARTICLE IV - PURPOSE**

Section 4.1 **Purpose.** This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, ~~including~~ the business of providing and performing diagnostic heart and cardiovascular testing, heart and cardiovascular non-invasive procedures, and all other services of whatsoever nature related to and associated therewith, including the sale and provision of heart and cardiovascular aids and equipment, and everything necessary, proper, advisable, or convenient for the accomplishment thereof, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

#### **ARTICLE V - OFFICERS**

Section 5.1 **Officers.** The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and Treasurer, or such other officers as the Board may determine in its discretion to be necessary.

Section 5.2 **Appointment**. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

## **ARTICLE VI - CORPORATE POWERS**

Section 6.1 **Powers**. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and ~~such~~ other powers as allowed by law.

## **ARTICLE VII - STOCK**

Section 7.1 **Shares**. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 **Dividends**. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 **Classes or Series of Stock.** The shares of Capital Stock of the Corporation may not be divided into either classes or series.

#### **ARTICLE VIII - AMENDMENT**

Section 8.1 **Procedure.** Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

#### **ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS**

Section 9.1 **Registered Agent and Address.** Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation shall be 5112 Higate Road, Spring Hill, Florida, 34609, and JAMES BARBAS, shall be the initial Registered Agent of the Corporation at that address.

#### **ARTICLE X - INCORPORATOR AND INITIAL BOARD OF DIRECTORS**

Section 10.1 **Designation.** This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporator and of the initial Director of the Corporation,

who shall serve as Director until said Director's respective successor is elected and has qualified pursuant to the Bylaws of the Corporation, is;

JAMES BARBAS  
5112 Higate Road  
Spring Hill, FL 34609

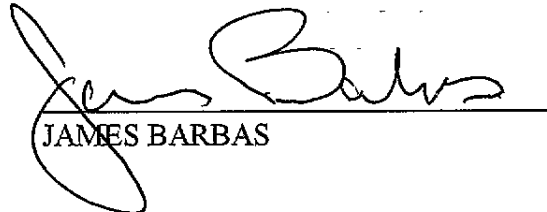
#### **ARTICLE XI - INDEMNIFICATION**

Section 11.1 **Officers, Directors, and Employees.** The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

#### **ARTICLE XII - BYLAWS**

Section 12.1 **Adoption.** The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, repeal any such bylaws adopted by it.


IN WITNESS WHEREOF, the above-named individual has hereunto subscribed his name this 10 day of December, 1999.

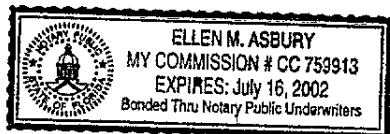
  
JAMES BARBAS

STATE OF FLORIDA  
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 10 day of December, 1999, in the County and State aforementioned, personally appeared **JAMES BARBAS**, the person who, first being by me duly sworn, deposed and said upon his oath that he is the person described in and who executed the foregoing Articles of Incorporation, that he executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: Florida Drivers License).

My Commission Expires:


  
Ellen M. Asbury (Printed Name)  
Notary Public, State of Florida



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

DIAGNOSTIC CARDIO-CARE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5112 Higate Road, Spring Hill, Florida, 34609, has named JAMES BARBAS, located at 5112 Higate Road, Spring Hill, Florida, 34609, as its agent to accept service of process within the State of Florida.

Signature: 

JAMES BARBAS

Title: Incorporator

Date: 12-10-99

FILED  
99 DEC 15-AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for DIAGNOSTIC CARDIO-CARE, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: \_\_\_\_\_

JAMES BARBAS

Date 12/10/99

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