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From: Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.  
Account Number : 076656002140  
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FLORIDA PROFIT CORPORATION OR P.A.

OAKHILL HEART ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION  
OF  
OAKHILL HEART ASSOCIATES, INC.

ARTICLE I - Name and Address

The name of this corporation is OAKHILL HEART ASSOCIATES, INC. The mailing address of the corporation is: 11373 Cortez Blvd., Suite 200, Brooksville, FL 34613. The address of the corporation's principal office is: 11373 Cortez Blvd., Suite 200, Brooksville, FL 34613.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$.01).

ARTICLE IV - Preemptive Rights

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class or bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of any shares of stock of any class, confer any preemptive rights that the board of directors may deem advisable in connection with such issuance.

Prepared By:

David J. Ottinger, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
Bar No. 0319120  
(727)461-1818

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 911 Chestnut Street, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is: DAVID J. OTTINGER.

ARTICLE VI - Incorporator

The name and address of the Incorporator signing these Articles are:

<u>Name</u>	<u>Address</u>
DAVID J. OTTINGER	911 Chestnut Street Clearwater, FL 33756

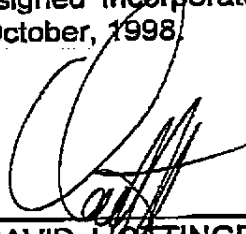
ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of October, 1998.

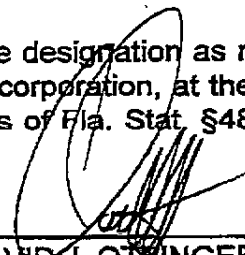
By:   
DAVID J. OTTINGER, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, OAKHILL HEART ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, hereby designates DAVID J. OTTINGER, 911 Chestnut Street, Clearwater, FL 33756, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
DAVID J. OTTINGER

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