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MIAMI, FLORIDA 33131
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100 AUSTRALIAN AVENUE - SUITE 201
WEST PALM BEACH, FLORIDA 33406
(407) 683-6611
TELECOPY (407) 683-8447

000002361510-7

PLEASE REPLY TO:
BROWARD OFFICE

December 5, 1988
LIMITED PARTNERSHIP AMEND
REGISTERED AGENT 3.00
CERT/PHOTO COPY 15.00
LTD PARTNERSHIP 600.00
TOTAL 618.00

Secretary of State
Limited Partnership Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Magentic Resonance Institute of Boca Raton, Ltd.

Dear Sir/Madam:

Enclosed herewith are two (2) originals and one (1) copy of the Amended and Restated Certificate of Limited Partnership for the above-captioned Limited Partnership. Also enclosed is our firm's check in the amount of \$612.00 to cover the cost of filing the Certificate and returning one (1) certified copy. Please return the certified copy in the enclosed envelope.

Should you require any additional information regarding the above-referenced matter, please do not hesitate to contact the undersigned.

Thank you for your assistance in this matter. 000002361510

EJF/dee
Enclosures
cc: Stephen A. Schulman, M.D.
Joel Reinstein, Esq.
Marshall R. Pasternack, Esq.

Availability	
Document Examiner	TLL
Updater	TLL
Updater	TLL
Verifier	TLL
Acknowledgment	TLL
W. H. Verifier	

Very truly yours,

Esther J. Forbes
Legal Assistant

H. BANK
BALANCE
REFUND

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SECOND AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGNETIC RESONANCE INSTITUTE OF BOCA RATON, LTD.

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and in specific accordance with Section 620.109 of the Florida Statutes, the undersigned, being the General Partner of Magnetic Resonance Institute of Boca Raton, Ltd., does hereby execute and file with the Secretary of State of Florida this Second Amended and Restated Certificate of Limited Partnership.

1. The name of the limited partnership is Magnetic Resonance Institute of Boca Raton, Ltd.

2. The original Certificate of Limited Partnership was duly executed and filed with the Secretary of State of Florida on February 8, 1988 and was amended by that certain Amended and Restated Certificate of Limited Partnership filed with the Secretary of State on September 23, 1988.

3. The address of the office at which the records required by Section 620.106 of the Florida Statutes (1986) shall be maintained is 4953 North University Drive, Lauderhill, Florida 33321.

4. The name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes (1986) is Joel Reinstein, 500 East Broward Blvd., Suite 1350, Fort Lauderdale, Florida 33304.

5. The name and business address of the General Partner is as follows:

Magnetic Resonance Institute of Boca Raton, Inc.
4953 N. University Drive
Lauderhill, Florida 33321

6. The mailing address for the limited partnership is as follows:

Magnetic Resonance Institute of Boca Raton, Ltd.
4953 N. University Drive
Lauderhill, Florida 33321

7. The latest date upon which the limited partnership is to dissolve is January 31, 2028.

8. This Second Amended and Restated Certificate shall be effective upon the filing of the Second Amended and Restated Certificate.

9. This Second Amended and Restated Certificate, among other things, includes the addition of Jerome Levine, M.D. as a Limited Partner with those persons set forth in Exhibit "A" attached hereto.

10. This Second Amended and Restated Certificate of Limited Partnership was duly executed and is being filed in accordance with the provisions of Florida Statutes 620.109.

IN WITNESS WHEREOF, the General Partner has executed this Second Amended and Restated Certificate on the 2nd day of December, 1988.

MAGNETIC RESONANCE INSTITUTE OF
BOCA RATON, INC., General Partner

By: Stephen A. Schulman

President

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS: -

Sworn to and subscribed before me this 2nd day of December, 1988 by Stephen A. Schulman, as President of Magnetic Resonance Institute of Boca Raton, Inc., General Partner of Magnetic Resonance Institute of Boca Raton, Ltd.

[Signature]
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC 29, 1989
BONDED THRU GENERAL INV. UND.

AFFIDAVIT

Before me, the undersigned authority, personally appeared STEPHEN A. SCHULMAN, as President of Magnetic Resonance Institute of Boca Raton, Inc., the General Partner of Magnetic Resonance Institute of Boca Raton, Ltd., a Florida limited partnership, who being duly sworn, deposes and says:

1. The amount of Capital Contributions of the Limited Partner is \$20,000.00 per unit.
2. The amount of the capital contributions made by the Limited Partners that are allocated for the purpose of transacting business in Florida is \$1,260,000.00. The Limited Partners will make no capital contributions other than those set forth above.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

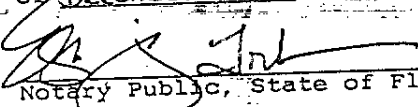
MAGNETIC RESONANCE INSTITUTE OF
BOCA RATON, INC., General Partner

By: Stephen A. Schulman
Its: President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, the undersigned authority, personally appeared Stephen A. Schulman, known to me to be the President of Magnetic Resonance Institute of Boca Raton, Inc., General Partner of Magnetic Resonance Institute of Boca Raton, Ltd., and Stephen A. Schulman, acknowledged to me that he executed the foregoing affidavit as President of Magnetic Resonance Institute of Boca Raton, Inc., General Partner of Magnetic Resonance Institute of Boca Raton, Ltd.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal this 2nd day of December, 1988.


Notary Public, State of Florida

[NOTARIAL SEAL]

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC 29, 1989
BONDED THRU GENERAL INS. UND.

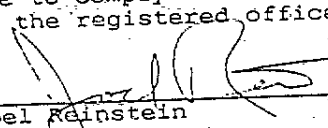
EXHIBIT "A"

Name Of Limited Partners	Units/or Number of Units	Aggregate Capital Contribution
Gary Belaga, M.D.	4	\$ 80,000.00
Albert Begas, M.D.	2	\$ 40,000.00
Arnold Berliner, M.D.	2	\$ 40,000.00
Charles Stewart, M.D.	1	\$ 20,000.00
Peter Schosheim, M.D.	2	\$ 40,000.00
Burton Wollowick, M.D.	2	\$ 40,000.00
Leo Quinn, M.D.	2	\$ 40,000.00
Richard Lohmann, M.D.	2	\$ 40,000.00
Susanne B. Young	2	\$ 40,000.00
Martin May, M.D.	2	\$ 40,000.00
Susan M. Cole	2	\$ 40,000.00
Charles Dalbey, M.D.	2	\$ 40,000.00
Joseph Purita, M.D.	5	\$ 100,000.00
Zardo, Inc.		
Magnetic Resonance Institute of Boca Raton, Inc.	4	\$ 80,000.00
Richard S. Bailyn, M.D.	8	\$ 160,000.00
Harold C. Friend and Susan M. Friend as Joint Tenants with rights of survivorship	8	\$ 160,000.00
Ronald L. Wilk and Estelle Wilk as Joint Tenants with Rights of Survivorship	8	\$ 160,000.00
Jerome Levine, M.D.	1	\$ 20,000.00
Fred Saull, M.D.	1	\$ 20,000.00
Aaron Boorstein, M.D.	1	\$ 20,000.00
TOTAL	63	\$1,260,000.00

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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Having been named the statutory registered agent of Magnetic Resonance Institute of Boca Raton, Ltd., at the place designated in the Second Amended and Restated Certificate of Limited Partnership of Magnetic Resonance Institute of Boca Raton, Ltd., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620 of the Florida Statutes and I agree to comply with the provisions of Florida law relative to keeping the registered office open.


Joel Reinstein
Registered Agent

DATED: December 2, 1988