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LIMITED LIABILITY COMPANY

BEACHES OPEN MRI, L.L.C.

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SECRETARY OF STATE  
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**ARTICLES OF ORGANIZATION  
OF  
BEACHES OPEN MRI, L.L.C.**

**ARTICLE I**

**NAME OF COMPANY**

The name of this limited liability company is Beaches Open MRI, L.L.C. (the "Company"),

**ARTICLE II**

**DURATION**

The company shall have perpetual existence commencing on the date of filing of the Articles of Organization by the Department of State.

**ARTICLE III**

**ADDRESS**

The mailing address and street address of the principal office of the Company is 5146 S.W. Spring Aster Court, Palm City, FL 34990

**ARTICLE IV**

**INITIAL REGISTERED AGENT**

The name and address of the Company's initial Registered Agent is :

Mark A. Coel, Esq.  
4000 Hollywood Blvd.  
Suite 350 N  
Hollywood, FL 33021

This document prepared by:  
Mark A. Coel, Esq.  
4000 Hollywood Boulevard  
Suite 350 North  
Hollywood, FL 33021  
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**ARTICLE V**

**MANAGEMENT**

The Company is to be managed by its members, whose names and addresses are as follows:

Andrew Gallant, M.D.  
3146 S.W. Spring Aster Court  
Palm City, FL 34990

Henry Zayas, M.D.  
1590 Cypress Glen Way  
Stuart, FL 34997

Andrew Walker, M.D.  
6 Cranes Nest  
Stuart, FL

**ARTICLE VI**

**ADDITIONAL MEMBERS**

The Company may admit additional members upon the unanimous vote of all of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of such consideration as established from time to time by the members, and upon such new member's agreement to comply with these Articles of Organization, the Company's regulations or guidelines as the members may from time to time determine in their sole discretion.

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**ARTICLE VII**

**CONTINUITY OF BUSINESS**

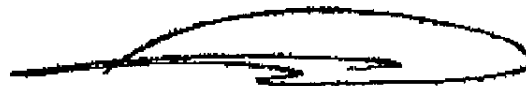
Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of a majority of the remaining members of the Company is obtained.

**ARTICLE VIII**

**REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

The undersigned, the authorized representative of Drew Gallant, M.D., a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated above are true and correct.

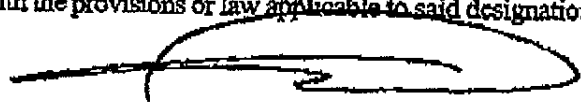


Mark A. Coel, Esq.

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The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.



Mark A. Coel, Esq.

STATE OF FLORIDA

COUNTY OF BROWARD

14 THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this day of June, 1999, by Mark A. Coel, Esq. to me personally known.



Name:

Notary Public

My Commission Expires:



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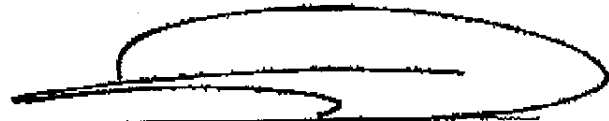
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**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS**

The undersigned authorized representative for Drew Gallant, M.D., a member of the Company, certifies:

1. The Company has at least one (1) member.
2. As of the date hereof, the amount of cash contributions to the Company made by the members is \$100.
3. No property other than cash contributions has been contributed by any member.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$100.

FURTHER AFFIANT SAYETH NAUGHT.



Mark A. Coel, Esq.

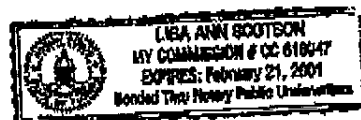
STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 14 day of June, 1999 by Mark A. Coel, Esq., to me personally known.



Name:  
Notary Public  
My Commission Expires:



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