

P92000010965

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August 24, 1997

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Corporations Division

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-08/29/97--01016--008
*****70.00 *****70.00

Re: Mid State Imaging, P.A.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment and restatement of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. Two signed originals of the Amendment and Restatement of Articles of Incorporation of Mid State Imaging, P.A.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

Please endorse your approval of the Amendment and Restatement of Articles of Incorporation on the additional signed copy of the amended Articles and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Thank you for your assistance.

Sincerely,

Jeffrey M. Koltun

JMKkt
Enclosures
cc: Ronald L. Woodburn, M.D.

VS SEP 10 1997

Amended & Restated Art. & N/C

FILED
97 AUG 29 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MID STATE IMAGING, P.A.**

FILED
97 AUG 29 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, Mid State Imaging, P.A., a corporation organized and existing under the laws of the State of Florida, under document number P92000010965, filed in the office of the Secretary of State on December 10, 1992, hereby certifies as follows:

1. By written consent dated August 18, 1997, the Board of Directors and Shareholders of the corporation unanimously adopted the following resolutions:

RESOLVED, that the Articles of Incorporation of Mid State Imaging, P.A. shall be amended and restated in its entirety as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Mid State Imaging, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 20,000 shares of \$1.00 par value common stock.

**ARTICLE V - REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the registered agent of the corporation is as follows:

668 North Orlando Avenue, Suite 1005A
Maitland, Florida 32751

The name of the registered agent of the corporation is:

Ronald L. Woodburn, M.D.

The street address of the corporate offices shall be:

668 North Orlando Avenue, Suite 1005A
Maitland, Florida 32751

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the director and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Ronald L. Woodburn, M.D.	668 N. Orlando Avenue, Suite 1005A Maitland, Florida 32751	Director/ President/ Treasurer
Shaun Woodburn	668 N. Orlando Avenue, Suite 1005A Maitland, Florida 32751	Secretary/ VicePres

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Name

Ronald L. Woodburn, M.D.

Address

668 North Orlando Avenue
Suite 1005A
Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the Florida Statutes.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law."

2. The Amendment and Restatement of Articles of Incorporation were approved by all of the Directors and Shareholders of the corporation.

3. The effective date of the Amendment and Restatement of Articles of Incorporation set forth herein will be as of the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated 8/18/97, 1997.

Mid State Imaging, P.A.

By R. L. Woodburn
Ronald L. Woodburn, M.D., President

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Mid State Imaging, Inc.
2. The name and address of the registered agent and office is Ronald L. Woodburn, M.D., 668 North Orlando Avenue, Suite 1005A, Maitland, Florida 32751.

DATED 8/18, 1997.


Ronald L. Woodburn, M.D., President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED 8/18, 1997.


Ronald L. Woodburn, M.D.