

P98000009600

01/28/98  
1/29/98

THU 17 10 FAX 813 229 1447

RUDNICK&WOLFE

001

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:55 PM

((H98000002030-8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
PHONE: (813)229-2111

ACCT#: 076424002364

EFFECTIVE DATE  
1-29-98

FAX #: (813)229-1447

NAME: LCM IMAGING, INC.

AUDIT NUMBER.....H98000002030

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
98 JAN 30 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

R98000002030

ARTICLES OF INCORPORATION  
OF  
LCM IMAGING, INC.

EFFECTIVE DATE  
1-29-98

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.  
Name

The name of the Corporation is LCM Imaging, Inc.

II.  
Term of Existence

The date when corporate existence will commence is January 29, 1998 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.  
Principal Office

The principal office and mailing address of the Corporation is 3301 Alumni Drive, Tampa, Florida 33612.

IV.  
Capital Stock

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

V.  
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

Prepared by: David A. Beyer  
Florida Bar No. 0349844  
Rudnick & Wolfe  
101 East Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

98 JAN 30 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
72116 01/29/98

R98000002030

FILED

H98000002030

**VI.**  
**Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
John A. Arrington, M.D.	3301 Alumni Drive Tampa, Florida 33612
F. Reed Murtagh, M.D.	3301 Alumni Drive Tampa, Florida 33612
Martin L. Silbiger, M.D.	3301 Alumni Drive Tampa, Florida 3362

**VII.**  
**Incorporator**

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

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Rudnick & Wolfe 101 E. Kennedy Blvd., Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

H9800002030

**IX.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

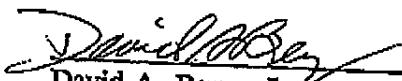
**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 29, 1998.

  
\_\_\_\_\_  
David A. Beyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and

H98000002030

accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 29, 1998.

  
\_\_\_\_\_  
DAVID A. BEYER

FILED

98 JAN 30 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

72116 01/29/98

H98000002030