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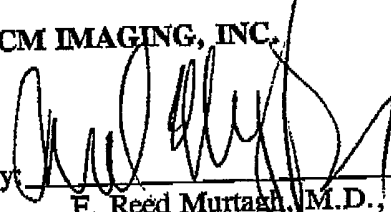
**CERTIFICATE ACCOMPANYING
ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION OF
LCM IMAGING, INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **LCM IMAGING, INC.** (the "Corporation"), a Florida corporation, certifies the following:

1. The name of the Corporation is LCM Imaging, Inc.
2. The Articles of Restatement amend and restate the Corporation's Articles of Incorporation in their entirety.
3. The Articles of Restatement were adopted as of February 11, 1998.
4. The Articles of Restatement were adopted by the written consent of all of the members of the Board of Directors and all of the shareholders of the Corporation. The number of votes cast for the amended and restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed this Certificate as of February 13, 1998.

LCM IMAGING, INC.

By 
F. Reed Murtagh, M.D., President

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LCM IMAGING, P.A.**

Pursuant to the provisions of Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **LCM IMAGING, P.A.** approves and adopts the following Amended and Restated Articles of Incorporation:

I.

Name

The name of the Corporation is **LCM IMAGING, P.A.**

II.

Term of Existence

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. 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.

Nature of Business and Purposes

The Corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that doctors of medicine duly licensed under the laws of the State of Florida, are authorized to render, but such professional services will be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine in the state. The funds of the Corporation may be invested in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services. The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended.

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V.
Capital Stock

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

VI.
Stockholders

The Corporation's Common Stock will be issued only to an individual who is duly licensed as a doctor of medicine under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is duly licensed to practice medicine under the laws of the State of Florida. If any shareholder of the Corporation becomes legally disqualified within Florida to practice medicine or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued practice of medicine, such shareholder will sever all employment with and financial interest in the Corporation. No shareholder of the Corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares of the Corporation's Common Stock.

VII.
Directors

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.

VIII.
Registered Office and Agent

The street address of the registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33612 and the name of its registered agent at such address is David A. Beyer.

IX.
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.

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X.

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.

XI.

Bylaws

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

XII.

Indemnification

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

XIII.

Amendment

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

IN WITNESS WHEREOF, the President of the Corporation has signed these Amended and Restated Articles of Incorporation as of February 13, 1998.

LCM IMAGING, P.A.

By: 

F. Reed Murtagh, M.D., President