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January 18, 1999

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

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-01/21/99-01079-007
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Re: Open MRI of South Miami, L.L.C.

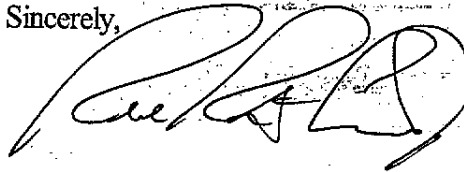
To Whom It May Concern:

Enclosed herein for filing are the Articles of Organization of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is our check no. 4111, in the amount of \$346.52, made payable to the Florida Secretary of State, to cover the fees for filing, certified copy, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Roland R. St. Louis, Jr.

EFFECTIVE DATE
1/16/99

FILED
99 JAN 21 AM 9:08
STATE SECRETARY
TALLAHASSEE, FLORIDA

Name	Availability
Agent	
Registrar RSL/jlr	DCC
Updater	Enclosures DCC
Verifier	TC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION
OF
OPEN MRI OF SOUTH MIAMI, L.L.C.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/16/99

ARTICLE I - NAME

The name of this limited liability company is Open MRI of South Miami, L.L.C.

ARTICLE II - PURPOSES AND POWERS

This limited liability company is authorized to transact any business and engage in any activities permitted by the laws of the United States and the State of Florida from time to time, for a limited liability company, including, but not limited to, the provision of MRI medical imaging services, including diagnostics and related medical care.

ARTICLE III - PROFITS AND LOSSES

Profits and losses of this limited liability company shall be allocated to members as provided in regulations adopted and as may be amended from time to time by the members (the "Regulations").

ARTICLE IV - DURATION

This limited liability company shall continue perpetually, unless earlier dissolved in a manner provided by law or pursuant to the Regulations.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company is 4616 North Federal Highway, Fort Lauderdale, Florida 33308.

ARTICLE VI – MANAGEMENT

Management of this limited liability company is reserved to its members, a committee of which shall serve as the managers (the “Board of Managers”) pursuant to the Regulations until the first annual meeting of members or until their successors are duly elected and qualified. The name and address of the initial Board of Managers are as follows:

<u>Name</u>	<u>Address</u>
Sergio G. DeMendoza	4616 North Federal Highway Ft. Lauderdale, Florida 33308
Ramon Bardales	4616 North Federal Highway Ft. Lauderdale, Florida 33308
James V. Zelch	4616 North Federal Highway Ft. Lauderdale, Florida 33308

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TALLAHASSEE, FLORIDA

ARTICLE VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 608 and 48, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII – RESTRICTIONS ON MEMBERSHIP

New members of this limited liability company shall be admitted only upon the approval of a majority of the existing membership interests. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

A member's interest in this limited liability company may not be sold or otherwise transferred except with the consent of a majority of the non-transferring membership interests in this limited liability company.

"Membership interest" for purposes of these Articles of Organization shall be determined as provided in the Regulations of this limited liability company.

ARTICLE IX – CONTINUATION OF THE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business if and only if within 90 days after such occurrence, this limited liability company receives the consent of a majority of the remaining membership interests to continue in existence.

ARTICLE X – AMENDMENT

These Articles of Organization may be amended only by the affirmative consent of a majority of the membership interests in this limited liability company.

ARTICLE XI – EFFECTIVE DATE

The effective date of these Articles of Organization is January 16, 1999.

ARTICLE XII – AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, authorized representative of each of the members of Open MRI of South Miami, L.C.C. hereby certifies:

- 1) The above named limited liability company has at least one member.

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TALLAHASSEE, FLORIDA

- 2) The members and their respective contributions are:

JVZ Partners, Ltd. \$194,000.00

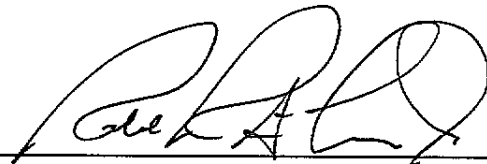
Coastal MRI, Inc. \$ 2,000.00

Sergio G. DeMendoza \$ 2,000.00

Ramon Bardales \$ 2,000.00

- 3) The total amount of cash contributed by the members is \$200,000.00
- 4) The agreed value of property other than cash contributed by the members is \$0.
- 5) The total amount of cash and property contributed and anticipated to be contributed by the members is \$200,000.00.

(in accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Roland R. St. Louis, Jr., as authorized representative of
of each of the members of Open MRI of South Miami, L.L.C.

Executed this 16th day of January, 1999.

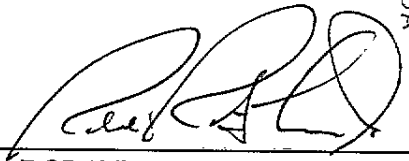
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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process for Open MRI of South Miami, L.L.C., at the place designated in the Articles of Organization, Roland R. St. Louis, Jr., agrees to act in this capacity, agrees to comply with the provisions of Section 608.415 and Chapter 48, Florida Statutes, and all other statutes relating to the proper and complete performance of his duties, is familiar with and accepts the obligations of the position of registered agent, including but not limited to keeping open such office, at the following street address:

Roland R. St. Louis, Jr., Esq.
St. Louis & Martinez, P.A.
The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134

Date: January 16, 1998.


ROLAND R. ST. LOUIS, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA