

600251

**KOPPEN, WATKINS, PARTNERS & ASSOCIATES**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

REPLY TO:  
700 NORTHEAST 90TH STREET  
MIAMI, FLORIDA 33138-3206  
TELEPHONE (305) 754-5442  
TELEFAX (305) 757-6736

ANNEX  
BY APPOINTMENT ONLY:  
7251 NE 2ND AVENUE  
MIAMI, FLORIDA 33138  
TELEPHONE (305) 759-1002

R. DANIEL KOPPEN  
ATTORNEY AT LAW

September 18, 1997

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

900002299079--6  
-09/22/97--01039--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

In Re: Restated Articles of Incorporation for Medical Imaging  
Associates of Miami, Professional Corporation

200002299032--7  
-09/22/97--01039--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

- Enclosed find one original and one copy of the Restated Articles of Incorporation, along with the certificate required by F.S. 607.1007(4). Also, enclosed find our check of \$35.00.

Very truly yours,

KOPPEN, WATKINS, PARTNERS  
& ASSOCIATES, P.A.

*R. Daniel Koppen*

R. DANIEL KOPPEN

RDK:dp  
Enclosure

FILED  
97 SEP 28 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated*

SEP 25 1997

**KOPPEN, WATKINS, PARTNERS & ASSOCIATES**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

REPLY TO:  
700 NORTHEAST 90TH STREET  
MIAMI, FLORIDA 33138-3206  
TELEPHONE (305) 754-5442  
TELEFAX (305) 757-6736

ANNEX  
BY APPOINTMENT ONLY:  
7251 NE 2ND AVENUE  
MIAMI, FLORIDA 33138  
TELEPHONE (305) 759-1002

R. DANIEL KOPPEN  
ATTORNEY AT LAW

October 1, 1997

Division of Corporations  
Attn: Thelma Lewis  
Post Office Box 6327  
Tallahassee, FL 32314

In Re: Medical Imaging Associates of Miami,  
Professional Corporation

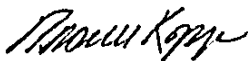
Dear Ms. Lewis:

By way of cover letter dated September 18, 1997, on behalf of the above referenced corporation, I filed Restated Articles of Incorporation. Subsequent to your receipt of the Restated Articles you called and suggested that a letter from me, in my capacity as registered agent, would be necessary. Kindly accept this correspondence as the requested letter.

Be advised that I am familiar with the duties and responsibilities of a registered agent on behalf of a Florida corporation, and I do hereby accept such duties and responsibilities as registered agent on behalf of Medical Imaging Associates of Miami, Professional Corporation.

Very truly yours,

KOPPEN, WATKINS, PARTNERS  
& ASSOCIATES, P.A.



R. DANIEL KOPPEN

RDK:dp

**CERTIFICATE PER F.S. 607.1007(4)**

FILED  
97 SEP 22 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate is filed, pursuant to F.S. 607.1007(4), along with the Sept. 3, 1997, Restated Articles of Incorporation of Medical Imaging Associates of Miami, Professional Association.

1. The Restated Articles of Incorporation do contain amendments to the Articles requiring shareholder approval.

2. In that the Restated Articles did require shareholder approval, the following information, as set forth in F.S. 607.1006, is hereby provided:

A. The name of the corporation is: MEDICAL IMAGING ASSOCIATES OF MIAMI, Professional Corporation.

B. The text of the Restated Articles of Incorporation is set forth in the Restated Articles of Incorporation which accompany the filing of this Certificate.

C. The Restated Articles of Incorporation were adopted on Sept. 3, 1997.

D. The Restated Articles of Incorporation were unanimously adopted by the shareholders.

E. The number of votes cast for the Restated Articles of Incorporation was sufficient for its approval.

F. Only one voting group was entitled to vote.

Dated this 3rd day of September, 1997.

  
\_\_\_\_\_  
BRUCE SCHLAKMAN,  
Corporate Secretary

  
\_\_\_\_\_  
MICHAEL SILBERMAN, President

**RESTATED ARTICLES OF INCORPORATION  
OF MEDICAL IMAGING ASSOCIATES OF  
MIAMI, PROFESSIONAL CORPORATION**

**FILED**  
**97 SEP 28 AM 11:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

These Restated Articles of Incorporation are hereby submitted pursuant to F.S. §607.1007.

**I. NAME**

The name of the professional corporation is: MEDICAL IMAGING ASSOCIATES OF MIAMI, Professional Corporation.

**II. PURPOSE**

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of radiology medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- (c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instrument that may be necessary to evidence the borrowing.
- (d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.
- (e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under

the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, with the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth herein and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

### **III. SHARE STRUCTURE**

#### **Number and Type**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable. The stockholders shall have no pre-emptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common stock from time to time, without offering such shares to the stockholders then holding shares of common stock.

#### **Restrictions on Issuance and Transfer**

No share of stock of this Corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice medicine in the State of Florida, and who is not an employee of the Corporation.

In the event that a stockholder:

- (a) becomes disqualified to practice medicine in this State, or
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a medical doctor, or
- (c) ceases to be an employee of the Corporation, or
- (d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any share of stock in this Corporation to any person ineligible by law or by virtue of these articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, are in a manner inconsistent with the provisions of these articles, or the by-laws of this Corporation, or
- (e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder.

Then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this Corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which, in the absence of by-law provisions or written agreement between the Corporation and its stockholders, or written agreement among its stockholders, shall be the book value thereof as of the last day of the month proceeding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is cancelled by the Corporation, shall forthwith cease to be an employee, officer, director or agent of the Corporation, and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the Corporation, such stockholder shall then and thereafter have no further interest of any kind in this Corporation.

#### **Dividends**

The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

### **Demise of Shareholder**

Upon the death of a stockholder, his stock shall be subject to purchase by the Corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the by-laws of this Corporation, or by written agreement between the Corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with the law and these articles.

### **Sale or Transfer to Current Shareholder**

No stockholder of this Corporation may sell or transfer any of such stockholder's shares of stock in this Corporation except to another current shareholder or shareholders, and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided for from time to time in the by-laws. In such stockholders' meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

The Corporation's shareholders are specifically authorized from time to time to adopt by-laws not inconsistent herewith restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock.

## **IV. ADDITIONAL PROVISIONS FOR REGULATION AND CONDUCT OF CORPORATE AFFAIRS**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.
2. The Corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

3. Any director and any officer elected or appointed by the stockholders, or by the Board of Directors, may be removed at any time with or without cause, in such manner as may be provided in the by-laws.

#### **V. STATED CAPITAL**

The amount of capital with which the Corporation began business was \$500.00.

#### **VI. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend the Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his shares or any other rights of a dissenting shareholder.

#### **VII. DIRECTORS**

The Board of Directors shall consist of not less than two (2) members. Only employees of the Corporation are eligible to be members of the Board of Directors, and only upon the majority vote of the shareholders. Requirement for membership to the Board of Directors may be amended by the by-laws, without need of amending the Articles of Incorporation. Also, the size of the Board of Directors may be amended by the by-laws, without need of amending the Articles of Incorporation. The names and addresses of the current Board of Directors are:

<u>Name</u>	<u>Address</u>
MICHAEL SILBERMAN	5901 S.W. 74th Street, Suite 412 Miami, Florida 33143
LESLIE LENTER	5901 S.W. 74th Street, Suite 412 Miami, Florida 33143
BRUCE SCHLAKMAN	5901 S.W. 74th Street, Suite 412 Miami, Florida 33143



## **VII. SHAREHOLDERS**

The names and address of all the Corporate shareholders, as of the date these Restated Articles of Incorporation have been signed are:

<b><u>Name</u></b>	<b><u>Address</u></b>
MICHAEL SILBERMAN	5901 S.W. 74th Street, Suite 412 Miami, Florida 33143
LESLIE LENTER	5901 S.W. 74th Street, Suite 412 Miami, Florida 33143
BRUCE SCHLAKMAN	5901 S.W. 74th Street, Suite 412 Miami, Florida 33143

## **VIII. DURATION**

The term of existence of the Corporation is perpetual.

## **IX. REGISTERED OFFICE**

The street address of the Corporation's registered office in this State is 700 Northeast 90th Street, Miami, Florida 33138-3206. The registered agent at the registered office is R. DANIEL KOPPEN.

## **X. PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is 5901 S. W. 74th Street, Suite 412, Miami, Florida 331143.

## **XI. PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter in any contract, written or verbal, for professional services with any patient. This provision shall be not be applicable to the extent it conflicts with the law or the professional rules of medicine.

## **XII. INTERESTED DIRECTORS AND OFFICERS**

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of the Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes action in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law of equity to the contrary, his good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

## **XIII. INDEMNIFICATION**

### **Right to Indemnification**

To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of Directors who are not parties to such action, has determined, by majority vote at a meeting or by a written instrument signed by a majority of the directors who are not parties to such action, that the officer, director, or employee:

- (a) Was not grossly negligent in his duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;
- (b) Acted in good faith in what he reasonably believed to be in the best interests of the Corporation; and

(c) In any manner subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was lawful.

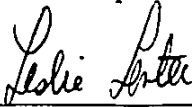
#### Written Demand for Indemnification

Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following date of service demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matter of indemnification. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements of indemnification, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

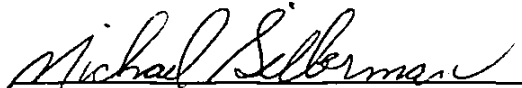
#### XIV. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned shareholders have executed these Restated Articles of Incorporation on the 3rd day of September, 1997.



LESLIE LENTER, Shareholder / Director  
Treasurer

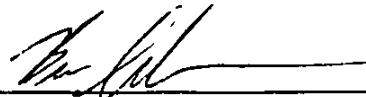


MICHAEL SILBERMAN, Shareholder /  
Director / President



BRUCE SCHLAKMAN, Shareholder /  
Director / Secretary

The undersigned corporate secretary does hereby attest that the above three persons who have signed these Restated Articles of Incorporation constitute all the current shareholders, and the entire board of directors, and that they hold the offices so indicated.



BRUCE SCHLAKMAN, Corporate Secretary