

A96000001008

MIAMI CENTER 201111008
200 SOUTH BISCAYNE AVENUE
MIAMI, FLORIDA 33136

TELEPHONE (305) 358-1000
FACSIMILE (305) 358-1001

JAN H. BLANCK
(305) 339-3364
blanckj@k1.com

FILED
MAY 29 11 30 AM '96
TALLAHASSEE, FLORIDA

May 14, 1996

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

200001823032
-05/15/96--01112--004
***1802.50 ***1802.50

Re: Central Magnetic Imaging of Palm Beach County, Ltd.

Gentlemen:

\$ 1785.00 - FF
52.50 - CC
CM

Enclosed for filing with your offices is a Certificate of Limited Partnership, in duplicate, as prepared for the above-referenced proposed limited partnership. Also enclosed is our check in the amount of \$1082.50 in payment of the following fees:

Maximum Filing Fee (based upon capital
contributions of \$600,000)
Certified Copy

\$ 1,750.00
52.50

500001851525
-06/05/96--01033--011
*****35.00 *****35.00

Total

\$ 1,802.50

Please return the certified copy to me. Thank you for your cooperation with this matter.

Sincerely,

Kirkpatrick & Lockhart

Jan Blanck,
Lawyer's Assistant to
Robert C. White, Jr.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1996

JAN BLANCK
KIRKPATRICK & LOCKHART LLP
201 S. BISCAYNE BLVD., MIAMI CTR. 20TH F
MIAMI, FL 33131-2399

SUBJECT: CENTRAL MAGNETIC IMAGING OF PALM BEACH COUNTY, LTD.
Ref. Number: W96000010497

We have received your document for CENTRAL MAGNETIC IMAGING OF PALM BEACH COUNTY, LTD. and check(s) totaling \$1802.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00, for the designation of registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 696A00024545

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CENTRAL MAGNETIC IMAGING OF PALM BEACH COUNTY, LTD.

FILED
MAY 29 1991
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

The undersigned general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Section 620 of the Florida Statutes, hereby state as follows:

1. NAME.

The name of the Limited Partnership is CENTRAL MAGNETIC IMAGING OF PALM BEACH COUNTY, LTD. (the "Limited Partnership").

2. OFFICE ADDRESS AND REGISTERED AGENT.

The address of the office and the name and address of the agent for service of process required by Section 620.105 of the Florida Statutes are Robert C. White, Jr., c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, Suite 2000, Miami, FL 33131.

3. GENERAL PARTNERS.

The names and business addresses of the General Partners of the Limited Partnership are Medical Imaging Investments, Inc., a Florida corporation, 9776 Southwest 1st Street, Plantation, Florida 33324, and Medical Ventures Associates, Inc., 6262 Sunset Drive, Penthouse 200, Miami, Florida 33143.

pal 0000 23906

pal 0000 31933

4. MAILING ADDRESS.

The mailing address for the Limited Partnership is 9776 Southwest 1st Street, Plantation, Florida 33324.

5. TERM.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2046.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 14th day of May, 1996.

GENERAL PARTNERS:

MEDICAL IMAGING INVESTMENTS, INC.,
a Florida corporation

by: Clayton R. Varner, II
Clayton R. Varner, II,
President

MEDICAL VENTURES ASSOCIATES, INC.,
a Florida corporation

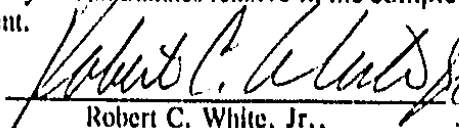
by: Robert M. Rubenstein
Robert M. Rubenstein, President

FILED
MAY 29 1996
9:31
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Central Magnetic Imaging of Palm Beach County, Ltd. in the foregoing Certificate of Limited Partnership, I hereby agree to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of my duties as registered agent.

Date: May 14, 1996


Robert C. White, Jr.,
Registered Agent

FILED
26 MAY 29 AM 9:31
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Clayton R. Varner, II, authorized officer of Medical Imaging Investments, Inc., a Florida corporation, and Robert M. Rubenstein, authorized officer of Medical Ventures Associates, Inc., a Florida corporation, the corporate General Partners of Central Magnetic Imaging of Palm Beach County, Ltd., a Florida limited partnership (the "Limited Partnership"), who, upon being duly sworn, certified as follows:

The total amount of capital contributions to the Limited Partnership made by the limited partners and anticipated to be contributed by the limited partners is \$600,000.00.


FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declare that they have read the foregoing and that the facts alleged herein are true, to the best of their knowledge and belief.

General Partner:

Medical Imaging Investments, Inc.,
a Florida corporation

By:

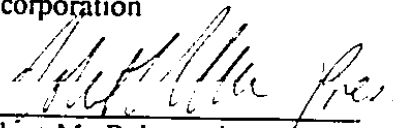

Clayton R. Varner, II,
President

Date: May 14, 1996

General Partner:

Medical Ventures Associates, Inc.,
a Florida corporation

By:


Robert M. Rubenstein,
President

Date: May 14, 1996