



THE UNITED STATES
CORPORATION
COMPANY

A98000600018

ACCOUNT NO. : 072100000032

REFERENCE : 655834 4303929

AUTHORIZATION

COST LIMIT : \$ 1837.50

Patricia Page

ORDER DATE : January 2, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 655834-005

CUSTOMER NO: 4303929

900002388189--0

CUSTOMER: Myrna Golinsky, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CENTRAL MAGNETIC IMAGING
OPEN MRI OF BROWARD, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

98 JAN -2 PM 1:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1/2/98

98 JAN -2 AM 10:46
RECEIVED
DIVISION OF CORPORATIONS

manually signed

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CENTRAL MAGNETIC IMAGING OPEN MRI OF BROWARD, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN - 2 PM 1:53

Pursuant to Section 620.108 of the Revised Uniform Limited Partnership Act (the "Act"), the undersigned being the General Partners of CENTRAL MAGNETIC IMAGING OPEN MRI OF BROWARD, LTD., hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is CENTRAL MAGNETIC IMAGING OPEN MRI OF BROWARD, LTD.

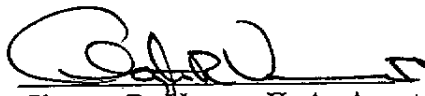
2. The business address and the mailing address of the limited partnership is 9776 Southwest 1st Street, Plantation, Florida 33324.

3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Clayton R. Varner, II.

4. The Florida street address for the registered agent is 9776 Southwest 1st Street, Plantation, Florida 33324.

5. **Acceptance of Appointment of Registered Agent**

Having been named the statutory registered agent of CENTRAL MAGNETIC IMAGING OPEN MRI OF BROWARD, LTD., at the place designated in this Certificate of Limited Partnership of CENTRAL MAGNETIC IMAGING OPEN MRI OF BROWARD, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.


By: Clayton R. Varner, II, As Agent

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6. The names and business addresses of the general partners are as follows:

c/o Clayton R. Varner, II
VARNER MEDICAL VENTURES, INC.
9776 Southwest 1st Street
Plantation, Florida 33324

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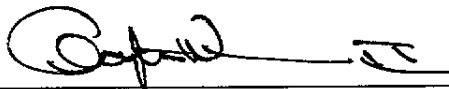
c/o Robert M. Rubenstein
MEDICAL VENTURES (BROWARD), INC.
6262 Sunset Drive, Penthouse 200
Miami, Florida 33143

P97000106758

7. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF, the General Partners have executed the foregoing Certificate of Limited Partnership on this 15th day of December, 1997 in accordance with Section 620.114 of the Act.

VARNER MEDICAL VENTURES, INC.
a Florida corporation, general partner



By: Clayton R. Varner, II, President

MEDICAL VENTURES (BROWARD), INC.
a Florida corporation, general partner



By: Robert M. Rubenstein, President

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AFFIDAVIT

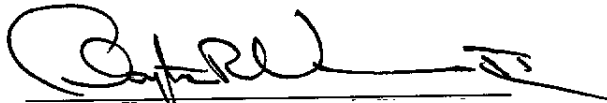
The undersigned, constituting all of the General Partners of CENTRAL MAGNETIC IMAGING OPEN MRI OF BROWARD, LTD., a Florida Limited Partnership, hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 450,000.

FURTHER AFFIANT SAYETH NOT.

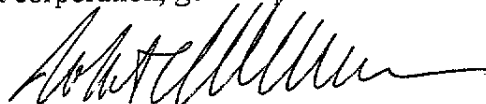
Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

VARNER MEDICAL VENTURES, INC.
a Florida corporation, general partner



By: Clayton R. Varner, II, President

MEDICAL VENTURES (BROWARD), INC.
a Florida corporation, general partner



By: Robert M. Rubenstein, President