Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000167304 3)))



H100001673043ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)617-6380

QULS. 129159

From:

Account Name : CORPDIRECT AGENTS, INC.

Account Number : 110450000714 Phone

: (850)222-1173

Fax Number : (850)224-1640

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

COR AMND/RESTATE/CORRECT OR O/D RESIGN F&S HEALTHCARE SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

JUL 22 2010

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607,1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED) F09000003647 (Document number of corporation (if known) F&S Healthcare Services, Inc. (Name of corporation as it appears on the records of the Department of State) Delaware 9/14/09 (Incorporated under laws of) (Date authorized to do business in Florida) SECTION JI (4-7 COMPLETE ONLY THE APPLICABLE CHANGES) 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?_ April 6, 2010 'Radisphere National Radiology Group, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation) (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) 6. If the amendment changes the period of duration, indicate new period of duration. (New duration) 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. (New jurisdiction) 8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated. (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) Steven B. Kaminsky Chief Financial Officer (Typed or printed name of person signing) (Title of person signing)

Delaware

የአመም 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "F&S HEALTHCARE SERVICES, INC.", CHANGING ITS NAME FROM "F&S HEALTHCARE SERVICES, INC." TO "RADISPHERE NATIONAL RADIOLOGY GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2010, AT 2:16 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE RENT COUNTY RECORDER OF DEEDS.

4671933 8100

100354674

You may vorify this certificate unlin at corp.delaware.gov/authvor.ahtml Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7914093

DATE: 04-06-10

H100001673043

State of Delaware Secretary of State Division of Corporations Delivered 02:20 PM 04/06/2010 FITED 02:16 PM 04/06/2010 SRV 100354674 - 4671933 FILE

CERTIFICATE OF AMENDMENT OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF F&S HEALTHCARE SERVICES, INC.

Scott Seidelmann hereby certifies that:

ONE: The original name of this corporation is "F&S Healthcare Services, Inc." and the date of filing of the original Certificate of Incorporation of this corporation with the Secretary of State of the State of Delaware was April 1, 2009.

TWO: He is the duly elected and acting President of F&S Healthcare Services, Inc., a Delaware corporation.

THREE: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted a resolution amending its Amended and Restated Certificate of Incorporation as follows:

1. Article I shall be amended to read in its entirety as follows:

"The name of this company is Radisphere National Radiology Group, Inc. (the "Company")."

- 2. Section A and Section B of Article Four of the Amended and Restated Certificate of Incorporation of this corporation currently read respectively as follows:
 - A. The Company is authorized to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Company is authorized to issue is 30,175,540 shares, 20,500,000 shares of which shall be Common Stock (the "Common Stock") and 9,675,540 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock and the Common Stock shall each have a par value of \$0,0001 per share.
 - B. 18,000,000 shares of the authorized shares of Common Stock are hereby designated "Class A Common Stock" (the "Class A Common Stock") and 2,500,000 shares of the authorized shares of Common Stock are hereby designated "Class B Common Stock" (the "Class B Common Stock"). The number of authorized shares of Common Stock may be increased or decreased (but, if decreased, not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the shares of the Preferred Stock and Common Stock voting together as a single class on an asif converted basis. Notwithstanding anything to the contrary contained in Section 242 of the DGCL, the Common Stock shall not have the right to vote as a separate class in connection with any increase or decrease of the number of shares of Common Stock authorized for issuance by the Company.

Effective upon the filing of this Certificate of Amendment, such Section A and Section B of Article Four are amended to read respectively and in their entirety as follows:

- A. The Company is authorized to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Company is authorized to issue is 30,475,540 shares, 20,800,000 shares of which shall be Common Stock (the "Common Stock") and 9,675,540 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock and the Common Stock shall each have a par value of \$0.0001 per share.
- B. 18,000,000 shares of the authorized shares of Common Stock are hereby designated "Class A Common Stock" (the "Class A Common Stock") and 2,800,000 shares of the authorized shares of Common Stock are hereby designated "Class B Common Stock" (the "Class B Common Stock"). The number of authorized shares of Common Stock may be increased or decreased (but, if decreased, not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the shares of the Preferred Stock and Common Stock voting together as a single class on an asif converted basis. Notwithstanding anything to the contrary contained in Section 242 of the DGCL, the Common Stock shall not have the right to vote as a separate class in connection with any increase or decrease of the number of shares of Common Stock authorized for issuance by the Company.

FOUR: All other provisions of the Amended and Restated Certificate of Incorporation of this corporation shall remain in full force and effect.

FIVE: This Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this corporation.

SIX: This Certificate of Amendment of Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, F&S Healthcare Services, Inc. has caused this Certificate of Amendment of Amended and Restated Certificate of Incorporation to be signed by its President this 6th day of April, 2010.

F&S HEALTHCARE SERVICES, INC.

By: /s/ Scott Seidelmann Scott Seidelmann President

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RADISPHERE NATIONAL RADIOLOGY GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RADISPHERE MATIONAL RADIOLOGY GROUP, INC." WAS INCORPORATED ON THE FIRST DAY OF APRIL, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

8300

100688588

AUTHENTICATION: 8076893

DATE: 06-24-10

H10000167304 3