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Division of Corporations
Fax Number : (850) 617-6380

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Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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**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

RECEIVED

2010 JUL 22 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2010 JUL 22 PM 3:23

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Delaware

PAGE 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 KENT COUNTY RECORDER OF DEEDS.

4671933 8100

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7914093

DATE: 04-06-10

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 04/06/2010
FILED 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 1 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 as-if 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.

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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 as-if 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.

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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

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Delaware

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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 NATIONAL 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.

4671933 8300

100688588

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8076893

DATE: 06-24-10

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