

F95000002811



ACCOUNT NO. : 072100000032

REFERENCE : 613017 86901D

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizato

ORDER DATE : June 9, 1995

ORDER TIME : 11:08 AM

100001509831

ORDER NO. : 613017

CUSTOMER NO: 86901D

CUSTOMER: Mr Melvin Maldonado
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: U.S. DIAGNOSTIC LABS INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

RECEIVED
95 JUN-9 11:49
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN-9 PM 2:36

HK 4/9

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. U.S. Diagnostic Labs Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DE 3. 11-3164389
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 17, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 2, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140
(Current mailing address)

8. Headquarters and imaging centers.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

Florida, 32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.
By: Marcia A. Harner, Asst. Secy.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 2:30

12. Names and addresses of officers and/or directors:

A. DIRECTORS (Please see attached.)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. an h
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Kersch, Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS AND EXECUTIVE OFFICERS

Chairman of the Board and Chief Financial Officer

Jeffrey A. Goffman
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

President and Director

Robert D. Burke, M.D.
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

Vice President and Director

Amos F. Almand, III
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

Secretary

Michael D. Karsch, Esq.
380 Madison Avenue, 18th Floor
New York, NY 10017

Director

Andrew J. Anello
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

Director

William M. Harper, IV
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

Director

Charles J. Jacobson
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

Director

Steven Novom, M.D.
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

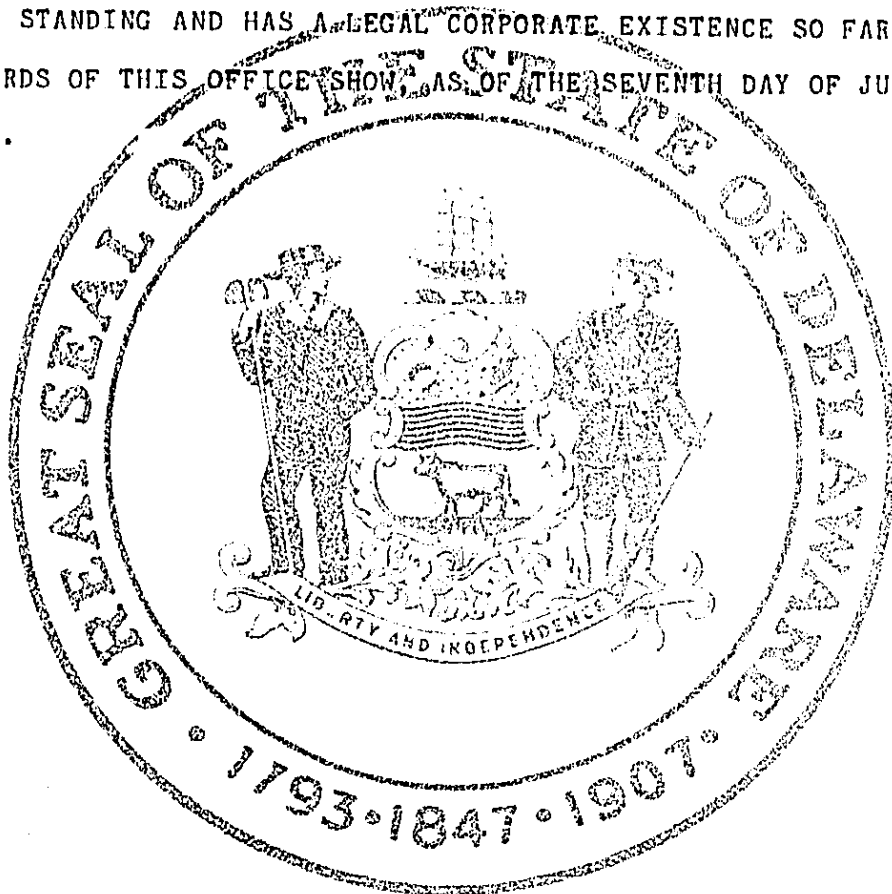
Director

Gordon Rausser
777 S. Flagler Drive, Suite 1104 West
West Palm Beach, FL 33140

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. DIAGNOSTIC LABS 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 SEVENTH DAY OF JUNE, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 2:36



Edward J. Freel

Edward J. Freel, Secretary of State

2340606 8300

950126306

AUTHENTICATION: 7531067

DATE: 06-07-95

F95000002811

US Diagnostic Inc.



October 14, 1996

By Federal Express
Amendments Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re : US Diagnostic Inc.

800001983978--8
-10/23/96--U1041--004
*****96.25 *****96.25

Ladies and Gentlemen:

On behalf of US Diagnostic Inc. (formerly U.S. Diagnostic Labs Inc.), enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and a check for \$96.25 to cover filing fees. Please note that the Company is also filing its 1996 Annual Report simultaneously under separate cover.

Very truly yours,

Michael D. Karsch
Executive Vice President and General Counsel

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT 16 PM 4:32

RECEIVED
96 OCT 16 AM 8:10
DIVISION OF CORPORATIONS

NIC Amend

58

10/16/96

FILED 35
R. AGENT 52.50
CERT. COPY 8.75
CUS 8.75
OVERPAYMENT 96.25
TOTAL 96.25

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
ARTICLES OF INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF CORPORATIONS
96 OCT 15 PM 4:32

1. U.S. DIAGNOSTIC LABS INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. JUNE 9, 1995
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(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? SEPTEMBER 30, 1996

5. US DIAGNOSTIC 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.

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


Signature

10/14/96
Date

MICHAEL D. KARSCH
Typed or printed name

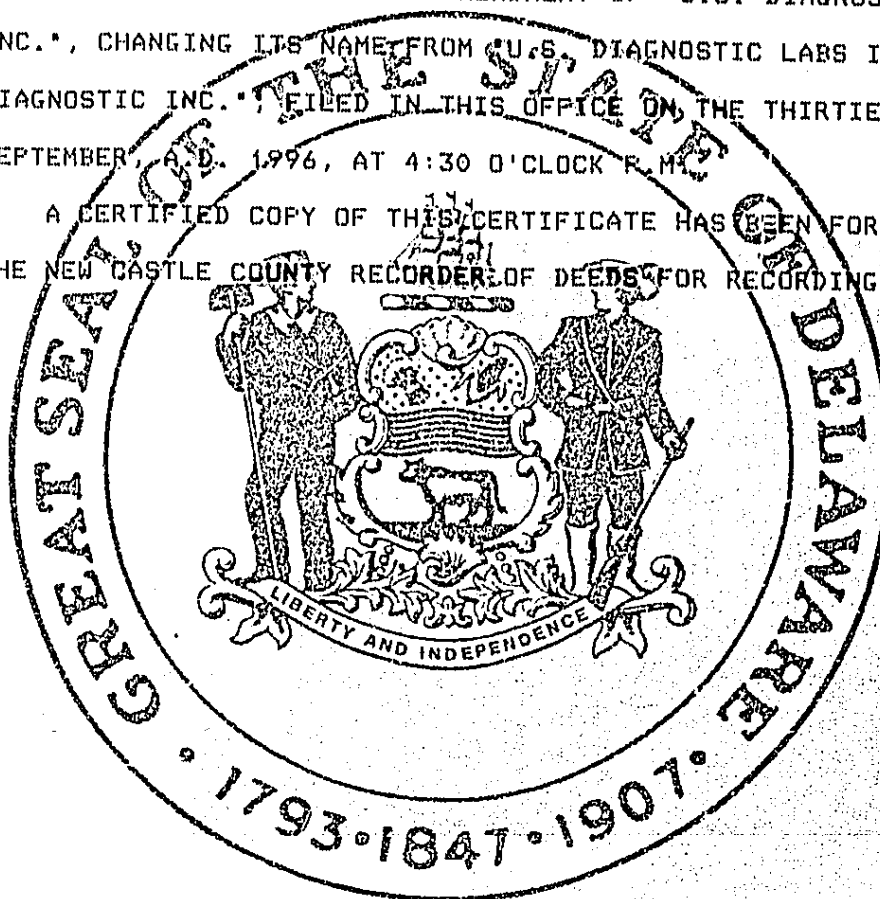
EXECUTIVE VICE PRESIDENT AND GENERAL
Title
COUNSEL

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "U.S. DIAGNOSTIC LABS INC.", CHANGING ITS NAME FROM "U.S. DIAGNOSTIC LABS INC." TO "US DIAGNOSTIC INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2340606 8100

960284304

AUTHENTICATION:

8128171

DATE:

10-01-96

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
U.S. DIAGNOSTIC LABS INC.

Pursuant to Section 242 of the General Corporation Law, the undersigned, Jeffrey A. Goffman, Chairman and Chief Executive Officer of U.S. Diagnostic Labs Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

1. The name of the corporation is U.S. Diagnostic Labs Inc.
2. The Certificate of Incorporation of the Corporation, as amended, is hereby amended as follows:

- A. Article FIRST of the amended Certificate of Incorporation is deleted in its entirety and replaced by the following new paragraph:

The name of the Corporation (hereinafter called the "Corporation") is US Diagnostic Inc.

3. By action taken at a meeting of the Board of Directors of the Corporation on June 9, 1996, resolutions were duly adopted setting forth the foregoing amendment to the Certificate of Incorporation, declaring said amendment to be advisable and seeking the consent of stockholders of the Corporation to such amendment.

4. Said amendment was duly adopted by a majority of the stockholders of the Corporation at the annual meeting of stockholders on September 19, 1996 by a majority in voting power of the shares of the capital stock of the Corporation's stockholders and said amendment was duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Board of Directors of U.S. Diagnostic Labs Inc. has caused this certificate to be signed by Jeffrey A. Goffman, its Chairman.

Dated September 24, 1996

By: 
Jeffrey A. Goffman, Chairman

SECRET

97 MAY 14 PM 12:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

F95000002811

WE ARE MOVING!

**EFFECTIVE MAY 1, 1997 PLEASE DIRECT ANY
US DIAGNOSTIC INC. ACCOUNTS PAYABLE
CORRESPONDENCE OR INVOICES TO THE
ADDRESS LISTED BELOW:**

Company Name: Medical Imaging Centers of America, Inc.

**Address: 9444 Farnham Street, Suite 100
San Diego, CA 92123**

Phone: (619) 560-0110

**ANY QUESTIONS REGARDING PAID OR UNPAID
INVOICES, PLEASE DIRECT YOUR CALLS TO:**

JULIE - (800) 840-6747 EXT. 245

**THANK YOU FOR YOUR PATIENCE DURING
OUR TRANSITION PERIOD.**

W

FILED

97 MAY -2 AM 11: 21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

F95 00000 2811

WE ARE MOVING!

**EFFECTIVE MAY 1, 1997 PLEASE DIRECT ANY
US DIAGNOSTIC INC. ACCOUNTS PAYABLE
CORRESPONDENCE OR INVOICES TO THE
ADDRESS LISTED BELOW:**

Center Name: MICA Technology Services

**Address: 9444 Farnham Street, Suite 100
San Diego, CA 92123**

Phone: (619) 560-0110

**ANY QUESTIONS REGARDING PAID OR UNPAID
INVOICES, PLEASE DIRECT YOUR CALLS TO:**

JULIE - (800) 840-6747 EXT. 245

**THANK YOU FOR YOUR PATIENCE DURING
OUR TRANSITION PERIOD.**

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