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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER  
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SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
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W. GLENN DEMPSEY  
RICHARD PALADINO  
ALLISON B. ROGERS

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May 20, 1998

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

400002531554--6  
-05/21/98--01057--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

In re: Imaging Center of St. Lucie, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$87.50 to cover the filing fee and cost of a certified copy of the Articles of Dissolution for the above-captioned corporation. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO

*Silvie DuBois*

Silvie DuBois  
Legal Assistant

/srd  
Enclosure  
a/s

FILED  
98 MAY 21 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
VOIDS  
KRB  
GJS  
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IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Dissolution this 28<sup>th</sup> day of April, 1998.

  
ROBERT F. BASILICO, M.D., President

STATE OF FLORIDA

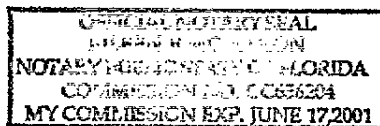
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of April, 1998 by ROBERT F. BASILICO, M.D., the President of IMAGING CENTER OF ST. LUCIE, INC., a Florida corporation, who is either personally known to me or who produced his drivers license as identification.

  
Notary Public

[NOTARIAL SEAL]

srd48/Imaging.dis



CERTIFICATE OF SECRETARY  
OF  
ST. LUCIE IMAGING AND BREAST CENTER, INC.

The undersigned, R. J. Raffa, does hereby certify that he is the duly elected and qualified Secretary of St. Lucie Imaging and Breast Center, Inc. (Company) and in such capacity on behalf of the Company, hereby certifies that:

Attached hereto as Exhibit A is a true and correct copy of the resolutions of the Company adopted by its Board of Directors and approved by its Stockholders, which resolutions have not been amended, altered, modified, repealed or rescinded in any respect and are in full force and effect as of the date hereof.

The undersigned does further certify that the following are the duly elected officers of the Company who are presently serving in that capacity:

<u>Name</u>	<u>Officer</u>
Robert F. Basilico	President
Edward Gallagher	Vice President
R. J. Raffa	Secretary/Treasurer



R. J. Raffa, Secretary  
Executed as of April 1, 1998

WRITTEN CONSENT TO ACTION TAKEN BY THE DIRECTORS OF  
ST. LUCIE IMAGING AND BREAST CENTER, INC. (Company)  
WITHOUT A MEETING OF THE BOARD  
AND TO ACTION TAKEN BY THE STOCKHOLDERS WITHOUT A  
MEETING OF SUCH STOCKHOLDERS

The undersigned (Directors) being all of the Directors of Company hereby vote in favor of the following:

1. Adopting a plan of liquidation and dissolution of the Company, the terms of which are as follows:

(a) Company shall execute an agreement to sell and sell substantially all of its business and assets to Treasure Coast Imaging Partners, Inc. (Buyer), a subsidiary of American Physician Partners, Inc. (Parent) and in connection therewith and immediately thereafter distribute, or cause to be distributed, the right to receive stock in Parent and other consideration from such sale and all of its remaining assets, less only those assets retained to satisfy and/or provide for the satisfaction of its liabilities and whatever costs are incurred in connection with such sale, its liquidation and dissolution, to its stockholders in proportion to the number of shares held by each, in complete liquidation of the Company;

(b) From and after the sale of substantially all of its assets to Buyer, Company shall not engage in any business or other activities excepting those necessary to wind-up its affairs, and after such date shall take no action that is inconsis-

tent with its status of liquidation, which status shall continue until the Company is dissolved;

(c) Company will change its corporate name and thereafter cause to be filed a Certificate of Dissolution with the Secretary of State of the State of Florida.

2. Advising Parent to issue its stock that will be issued as a part of the Purchase consideration for Company's assets directly to Company's Stockholders as a part of the liquidating dividend to such Stockholders which is declared as a part of this resolution and which includes the right to receive such shares when issued.

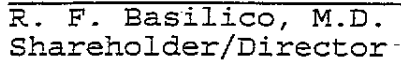
3. Authorizing and directing its officers to execute such additional documents and take whatever actions are necessary or required to close the sale of substantially all of Company's assets to Buyer; complete its liquidation; and dissolve.

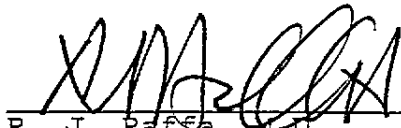
4. Submitting this resolution to the Stockholders of the Company as a recommendation for dissolution of the Company.

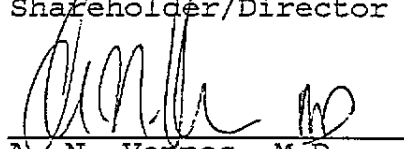
The undersigned, being all of the stockholders of the Company hereby unanimously approve the recommendation of the Board of Directors that the Company be liquidated and dissolved

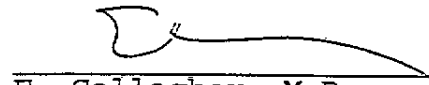
under the terms of the resolution approved by written consent of such Directors.


Executed as of the 1st day of April, 1998.


  
R. F. Basilico, M.D.  
Shareholder/Director

  
R. J. Raffa, M.D.  
Shareholder/Director

  
A. N. Vennos, M.D.  
Shareholder/Director

  
E. Gallagher, M.D.  
Shareholder/Director

  
J. T. Charles, M.D.  
Shareholder/Director

  
R. J. Connolly, M.D.  
Shareholder/Director

sw/65

under the terms of the resolution approved by written consent of such Directors.

Executed as of the 1st day of April, 1998.

R. F. Basilico, M.D.  
R. F. Basilico, M.D.  
Shareholder/Director

E. Gallagher, M.D.  
E. Gallagher, M.D.  
Shareholder/Director

R. J. Raffa, M.D.  
R. J. Raffa, M.D.  
Shareholder/Director

J. T. Charles, M.D.  
J. T. Charles, M.D.  
Shareholder/Director

A. N. Vernos, M.D.  
A. N. Vernos, M.D.  
Shareholder/Director

R. J. Connolly, M.D.  
R. J. Connolly, M.D.  
Shareholder/Director

sw/65