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BASIC AMENDMENT

VERO RADIOLOGY ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VERO RADIOLOGY ASSOCIATES, INC.**

The undersigned, Peter H. Joyce, President of VERO RADIOLOGY ASSOCIATES, INC., a Florida corporation (the "Corporation"), whose principal office address is 777 37th Street, D-106, Vero Beach, Florida 32960, organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

1. The name of the Corporation is VERO RADIOLOGY ASSOCIATES, INC., document number J49080.

2. The first paragraph of Article IV, of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

"This corporation has the authority to issue two thousand one hundred and thirty-three and three-tenths (2,133.3) shares of common stock with a par value of one cent (\$.01) per share."

3. In accordance with Section 607.0123(2) of the Florida Statutes, this amendment shall be effective on December 31, 2003, at 11:59 p.m.

4. The foregoing amendment was adopted by written consent of the Corporation's board of directors pursuant to Sections 607.0821 of the Florida Statutes on December 22, 2003 and by written consent of the Sole Shareholder of the Corporation on December 22, 2003. The number of votes cast by the shareholders for the amendment was sufficient for approval by the shareholders.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

[SIGNATURE BLOCKS ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
on the 22 day of December, 2003.

VERO RADIOLOGY ASSOCIATES, INC.

By: 
Peter H. Jones, President

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