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October 20, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Flagler Imaging, LLC

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the **Articles of Organization** on the above-referenced corporation. Also enclosed my check in the amount of \$155.00 covering the following charges:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Designation	25.00
Total	\$155.00

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT/cd

Encl.

L00-13221
Q

FILED
00 OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLAGLER IMAGING, LLC**

These Articles of Organization of Flagler Imaging, LLC (the "Company"), have been duly executed and are being filed by the undersigned member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is
FLAGLER IMAGING, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office is 11 Sheldrake Lane, Palm Beach Gardens, Florida 33418.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Robert D. Burke, M.D., 11 Sheldrake Lane, Palm Beach Gardens, Florida 33418.

**ARTICLE IV
MANAGEMENT**

The Company is to be a manager-managed company as set forth in its Operating Agreement. The management of the business and affairs of the Company shall be vested in a Board of Managers.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
DURATION**

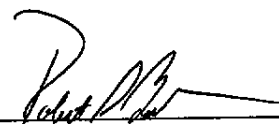
The Company shall have a perpetual existence commencing on the date of the filing of these Articles of Organization with the Department of State

**ARTICLE VI
MEMBERSHIP INTERESTS**

Membership interests in the Company shall be composed of units of interest ("Units"). The number of Units to be issued upon any combination shall be solely within the discretion of the Board of Managers, and no restatement of the value of the previous contributions shall occur upon the issuance of new Units. Each Unit shall be identical to every other unit with respect to financial and governance rights. Except as provided by the Board of Managers, each Unit shall have one vote on all matters to be voted upon by the members and shall have equal rights and preferences in all other matters. There shall be no limitation on the authorized number of Units which may be issued by the Board of Managers.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on Oct 17, 2000.

MEMBER



ROBERT D. BURKE, M.D.

FILED
09 OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Flagler Imaging, LLC.
2. The name and Florida street address of the registered agent and office are:

Robert D. Burke, M.D.
11 Sheldrake Lane
Palm Beach Gardens, FL 33418

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, F.S.



ROBERT D. BURKE, M.D.

Oct 17, 2000

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00 OCT 25 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA