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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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**LIMITED LIABILITY COMPANY**

**SUNSET MRI, L.L.C.**

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ARTICLES OF ORGANIZATION  
OF  
SUNSET MRI, L.L.C.

ARTICLE I - NAME

The name of this limited liability company is Sunset MRI, L.L.C.

ARTICLE II - PURPOSES AND POWERS

This limited liability company is authorized to transact any business and engage in any activities permitted by the laws of the United States and the State of Florida from time to time, for a limited liability company, including, but not limited to, the provision of MRI medical imaging services, including diagnostics and related medical care.

ARTICLE III - PROFITS AND LOSSES

Profits and losses of this limited liability company shall be allocated to members as provided in regulations adopted and as may be amended from time to time by the members (the "Regulations").

ARTICLE IV - DURATION

This limited liability company shall continue perpetually, unless earlier dissolved in a manner provided by law or pursuant to the Regulations.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company is 6161 Sunset Drive, Suite A, Miami, Florida 33143.

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ARTICLE VI - MANAGEMENT

Management of this limited liability company is reserved to its members, a committee of which shall serve as the managers (the "Board of Managers") pursuant to the Regulations until the first annual meeting of members or until their successors are duly elected and qualified. The name and address of the initial Board of Managers are as follows:

<u>Name</u>	<u>Address</u>
James V. Zelch, M.D.	4616 North Federal Highway Ft. Lauderdale, Florida 33308
Mark G. Zelch	4400 Renaissance Parkway, Unit L Warrensville Heights, Ohio 44128
Sergio G. de Mendoza	6161 Sunset Drive, Suite A Miami, Florida 33143
Gracie Christie, M.D.	9290 S.W. 72 <sup>nd</sup> Street Miami, Florida 33143

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ARTICLE VII - INITIAL REGISTERED  
OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is 128 Aragon Avenue, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 608 and 48, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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ARTICLE VIII - RESTRICTIONS ON MEMBERSHIP

New members of this limited liability company shall be admitted only upon the approval of a majority of the existing membership interests. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

A member's interest in this limited liability company may not be sold or otherwise transferred except with the consent of a majority of the non-transferring membership interests in this limited liability company. "Membership interest" for purposes of these Articles of Organization shall be determined as provided in the Regulations of this limited liability company.

ARTICLE IX - CONTINUATION OF THE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business of and only if within 90 days after such occurrence, this limited liability company receives the consent of a majority of the remaining membership interests to continue in existence.

ARTICLE X - AMENDMENT

These Articles of Organization may be amended only by the affirmative consent of a majority of the membership interests in this limited liability company.

ARTICLE XI - EFFECTIVE DATE

The effective date of these Articles of Organization is October 31, 2000.

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Roland R. St. Louis, Jr., as authorized representative of  
each of the members of Sunset MRI, L.L.C.  
Executed this 30th day of October, 2000

### ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named to accept service of process for Sunset MRI, L.L.C., at the place designated in the Articles of Organization, Roland R. St. Louis, Jr., agrees to act in this capacity, agrees to comply with the provisions of Section 608.415 and Chapter 48, Florida Statutes, and all other statutes relating to the proper and complete performance of his duties, is familiar with and accepts the obligations of the position of registered agent, including but not limited to keeping open such office, at the following street address:

Roland R. St. Louis, Jr., Esq.  
Roland St. Louis, P.A.  
128 Aragon Avenue  
Coral Gables, Florida 33134

Date: October 30, 2000.

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TALLAHASSEE FLORIDA



ROLAND R. ST. LOUIS, JR.

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