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LIMITED LIABILITY COMPANY

Fort Walton Diagnostic Imaging Center, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
FORT WALTON DIAGNOSTIC IMAGING CENTER, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned (the "Members"), acting as the organizers and the Members of FORT WALTON DIAGNOSTIC IMAGING CENTER, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Fort Walton Diagnostic Imaging Center, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. Except as otherwise limited by the Operating Agreement of the Company, the Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office and initial registered office of this Company is 323 Page Bacon Road, Suite 17, Mary Ester, Florida 32569, and the name of the initial registered agent of this Company at that address is Gary W. McMichael.

**ARTICLE IV
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

**ARTICLE V
MANAGEMENT**

The Company shall be managed by one or more managers as provided in the Company's Operating Agreement.

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ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

Unless otherwise provided in the Operating Agreement of the Company, the Company shall not be dissolved upon the death, retirement, resignation, expulsion, or bankruptcy of a Member.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of the 12th day of January, 2001.

FORT WALTON INVESTMENT GROUP, L.L.C.,
a Florida limited liability company, Member

By: _____

Keith Freudenberger, Manager

M.Z. VENTURES OF NORTHWEST FLORIDA
L.L.C., a Florida limited liability company, Member

By: _____

Print Name/ Gary W. McMichael

Title: President

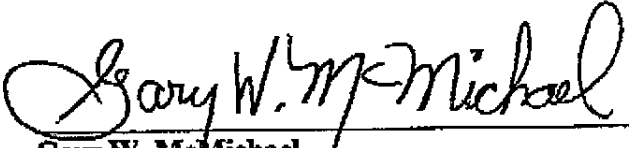
GARY W. McMICHAEL - President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat., and accepts the appointment to serve as the initial Registered Agent of Fort Walton Diagnostic Imaging Center, L.L.C.


Gary W. McMichael

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