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(City/State/Zip/Phone #)

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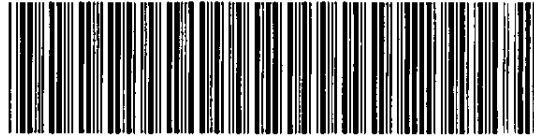
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 AUG -6 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 041096 4369500

AUTHORIZATION :

COST LIMIT :

\$ 75.00

FILED
07 AUG - 6 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 3, 2007

ORDER TIME : 4:10 PM

ORDER NO. : 041096-005

CUSTOMER NO: 4369500

ARTICLES OF MERGER

MIAMI MRI ASSOCIATES , LLC
POMPANO MRI ASSOCIATES, LLC

INTO

BMC AMERICA, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace

EXAMINER'S INITIALS: _____

Brad Peters

646-424-8898

p. 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MIAMI MRI ASSOCIATES, LLC	FLORIDA	LLC
POMPANO MRI ASSOCIATES, LLC	FLORIDA	LLC

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BMC AMERICA, LLC	DELAWARE	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

Brad Peters

848-424-9888

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

6 Corporate Center Drive
Suite 101
Melville, New York 11747

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 6 CORPORATE CENTER DRIVE, SUITE 101

MELVILLE, NEW YORK 11747

Mailing address: 6 CORPORATE CENTER DRIVE, SUITE 101

MELVILLE, NEW YORK 11747


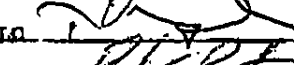
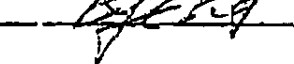
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848-424-9898

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
MIAMI MRI ASSOCIATES, LLC		TIMOTHY DAMADIAN
POMPANO MRI ASSOCIATES, LLC		TIMOTHY DAMADIAN
EMC AMERICA, LLC		BRADFORD C. PETERS

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

In accordance with Section 1003 of the New York Limited Liability Company Law, Section 608.4382 of the Florida Limited Liability Company Act, and Title 6-Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), BRONX MANAGEMENT ASSOCIATES, LLC; CANARSIE MRI ASSOCIATES, LLC; DEER PARK MANAGEMENT SERVICES, LLC; LONG ISLAND MANAGEMENT SERVICES, LLC; MANHATTAN MANAGEMENT SERVICES, LLC; QUEENS MANAGEMENT SERVICES, LLC; SOUTH SHORE MANAGEMENT SERVICES, LLC; BLACK BEAR MANAGEMENT, LLC, each a New York limited liability company (the "NY LLCs"), and MIAMI MRI ASSOCIATES, LLC and POMPAÑO MRI ASSOCIATES, LLC, each a Florida limited liability company (the "Florida LLCs"), and ORLANDO MRI ASSOCIATES LIMITED PARTNERSHIP, a New York limited partnership (the "NY LP") (collectively, the NY LLCs, the Florida LLCs and the NY LP shall be referred to as the "Disappearing Companies") and BMC AMERICA, LLC, a Delaware limited liability company (the "Surviving Company") hereby adopt the following Plan of Merger ("Plan"):

1. Merger. In accordance with the provisions of the Act, the Disappearing Companies shall be merged with and into the Surviving Company and the separate existence of the Disappearing Companies shall thereupon cease, and the Surviving Company, shall continue to exist under and be governed by the Act (the "Merger").

2. Certificate of Formation. The Certificate of Formation of the Surviving Company, in effect immediately prior to the Effective Time, shall, without any changes be the Certificate of Formation of the Surviving Company, until further amended as permitted by law.

3. Operating Agreement. The Operating Agreement of the Surviving Company, in effect immediately prior to the Effective Time, shall, without any changes, be the Operating Agreement of the Surviving Company, until further amended as permitted by law.

4. Directors and Officers. The directors and officers of the Surviving Company, shall be as determined by corporate resolution in accordance with the Operating Agreement of the Surviving Company.

5. Distribution to Members and Partners of the Constituent Companies. Upon the Effective Time, each of the membership and/or partnership interests, as the case may be, of the Disappearing Companies will be exchanged for cash as provided for and determined in that certain Merger Agreement (the "Merger Agreement") by and among the Disappearing Companies and the Surviving Company, dated as of July 31, 2007. The membership interests held by the members of the Surviving Company in effect immediately prior to the Effective Time, shall, without any changes be the membership interests held by such members of the Surviving Company, until further amended pursuant to the Surviving Company's Operating Agreement.


6. Effect of Merger. As of the Effective Time, the separate existence of the Disappearing Companies shall cease, and the Company shall be fully vested with all rights,

privileges, immunities, disabilities, and duties, of the Disappearing Companies, as more particularly set forth in the Act.

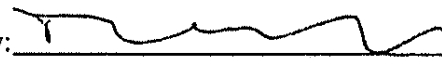
7. Supplemental Action. If, at any time after the Effective Time, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Company or the Disappearing Companies, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Company, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Company to carry out the provisions of the Merger Agreement or this Plan.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 31st day of July, 2007, as evidence that they agree, accept and adopt this Plan of Merger.

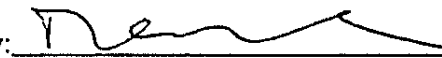
BRONX MRI ASSOCIATES, LLC
a New York limited liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative

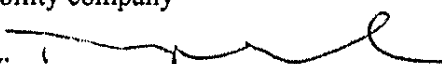
CANARSIE MRI ASSOCIATES, LLC
a New York limited liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative

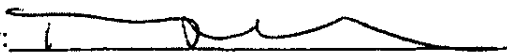
DEER PARK MANAGEMENT ASSOCIATES,
LLC, a New York limited liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative


LONG ISLAND MANAGEMENT
ASSOCIATES, LLC, a New York limited
liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative


MANHATTAN MANAGEMENT
ASSOCIATES, LLC, a New York limited
liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative

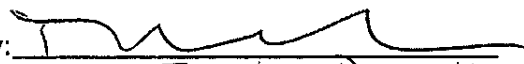
QUEENS MANAGEMENT ASSOCIATES,
LLC, a New York limited liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative


SOUTH SHORE MANAGEMENT
ASSOCIATES, LLC, a New York limited
liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative

BLACK BEAR MANAGEMENT
ASSOCIATES, LLC, a New York limited
liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative

MIAMI MRI ASSOCIATES, LLC, a Florida
limited liability company

By: 
Print Name: Timothy Damadian
Title: Authorized Representative

POMPANO MRI ASSOCIATES, LLC, a Florida
limited liability company

By: [Signature]
Print Name: Timothy Damadian
Title: Authorized Representative

ORLANDO MRI ASSOCIATES LIMITED
PARTNERSHIP, a New York limited partnership

By: [Signature]
Print Name: Timothy Damadian
Title: Authorized Representative

BMC AMERICA, LLC, a Delaware limited
liability company

By: [Signature]
Print Name: THOMAS G. PETER
Title: MANAGING MEMBER