

Feb. 2, 2002 4:20 PM

No. 2 of 2

L02000002678

Florida Department of State
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MERGER OR SHARE EXCHANGE

AVENTURA NUCLEAR IMAGING, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
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ARTICLES OF MERGER
Merger Sheet

MERGING:

AVENTURA NUCLEAR IMAGING, INC. A FLORIDA ENTITY

INTO

AVENTURA NUCLEAR IMAGING, LLC, a Florida entity, L02000002678

File date: February 5, 2002

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA
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**ARTICLES OF MERGER
OF
AVENTURA NUCLEAR IMAGING, INC.
(a Florida corporation)
AND
AVENTURA NUCLEAR IMAGING, LLC
(a Florida limited liability company)**

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aventura Nuclear Imaging, Inc.	Florida	for profit corporation
Florida Document/Registration Number: P01000018100		

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aventura Nuclear Imaging, LLC	Florida	limited liability company
Florida Document/Registration Number: L02000002678		

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aventura Nuclear Imaging, LLC	Florida	limited liability company
Florida Document/ Registration Number: L02000002678		

THIRD: The Plan of Merger, a copy of which is attached hereto as Exhibit "A," meets the requirements of sections 607.1108 and 608.438, Florida Statutes and was approved on February 4, 2002 by the board of all of the directors and all of the shareholders of Aventura Nuclear Imaging, Inc., a Florida corporation in accordance with Chapter 607, Florida Statutes and by all of the members of Aventura Nuclear Imaging, LLC, a Florida limited liability company in accordance with Chapter 608, Florida Statutes.

FOURTH: The surviving entity, agrees to pay the dissenting shareholders of each of the parties to the merger the amount, if any, to which they are entitled under section(s) 607.1302, Florida Statutes.

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- FIFTH:** The merger is permitted under the laws of the state of Florida, all applicable jurisdictions, and is not prohibited by the incorporating documents, bylaws or operating agreement of any corporation or limited liability company that is a party to the merger.
- SIXTH:** The merger shall become effective at 5:00 p.m. EST on the date the Articles of Merger are filed with Florida Department of State.
- SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned has signed her name and affirmed that the statements herein are true, under penalties of perjury, this 4th day of February 2002.

AVENTURA NUCLEAR IMAGING, INC., a
Florida corporation

By: 
Name: Julia McDaniel
Title: CEO & President

AVENTURA NUCLEAR IMAGING, LLC, a
Florida limited liability company

By: 
Name: Julia McDaniel
Title: CEO & President

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No. 5797 P. 4/6

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EXHIBIT "A"

Plan of Merger

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PLAN OF MERGER

The following plan of merger is submitted in compliance with sections 607.1108 and 608.438, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving limited liability company is:

<u>Name</u>	<u>Jurisdiction</u>
Aventura Nuclear Imaging, LLC (the "LLC")	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Aventura Nuclear Imaging, Inc. (the "Inc.")	Florida

Third: The terms and conditions of the merger are as follows: As of the effective time of the filing of the Articles of Merger, the Inc. shall be merged with and into the LLC, the separate corporate existence of the Inc. shall cease and the LLC shall continue as the surviving entity.

Fourth: The manner and basis of converting the shares of the Inc. into units, membership interests, obligations, or other securities of the surviving LLC or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of the Inc. into rights to acquire units, membership interests, obligations, or other securities of the surviving LLC or, in whole or in part, into cash or other property are as follows: The shareholders of the Inc. shall receive proportionate interests in the LLC (the "Survivor Interests"). The Survivor Interests shall be subject to the identical restrictions and benefits as the shares of the Inc.

Fifth: The limited liability company is to be the surviving entity. The limited liability company is member-managed and management thereof is vested in the members.

[Signatures continued on the following page]

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IN WITNESS WHEREOF, said entities to this merger have caused this Plan of Merger to be signed this 4th day of February 2002.

AVENTURA NUCLEAR IMAGING, INC., a
Florida corporation

By: 
Name: Julia McDaniel
Title: CEO & President

AVENTURA NUCLEAR IMAGING, LLC, a
Florida limited liability company

By: 
Name: Julia McDaniel
Title: CEO & President

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