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SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

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2002 APR 22 PM 3:52

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
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MANHASSET, NEW YORK 11030

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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK

** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

April 17, 2002

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-04/19/02--01056--010
****130.00 ****130.00

Via Federal Express 8256 9166 1601

Return Federal Express 8256 9166 1645

Secretary of State

Division of Corporations

409 East Gain Street

Tallahassee, FL 32399

Re: **Organization of Diagnostic Radiology Management Services, LLC**
File Number 6-57-26

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of One Hundred Thirty Dollars (\$130.00) for the filing of the enclosed Articles of Organization, Certificate of Designation of Registered Agent and Certificate of Status relating to the above referenced limited liability company. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope. Thank you for your assistance with this matter.

Very truly yours,



Michael I. Kotler

MIK/mek
Enclosures

W02-11555
J. BRYAN APR 23 2002

J. BRYAN APR 25 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 23, 2002

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MICHAEL I. KOTLER
54 SW BOCA RATON BLVD.
BOCA RATON, FL 33432-4708
(561) 361-9600

SUBJECT: DIAGNOSTIC RADIOLOGY MANAGEMENT SERVICES, LLC
Ref. Number: W02000011555

We have received your document for DIAGNOSTIC RADIOLOGY MANAGEMENT SERVICES, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

Letter Number: 702A00024372

ARTICLES OF ORGANIZATION

OF

DIAGNOSTIC RADIOLOGY MANAGEMENT SERVICES, LLC

ARTICLE I

NAME

The name of this limited liability company is

DIAGNOSTIC RADIOLOGY MANAGEMENT SERVICES, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

8520 Via Romana, #1
Boca Raton, Florida 33496

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and Florida street address of the registered agent are:

Personnel 411, Com, Inc.
8520 Via Romana, #1
Boca Raton, Florida 33496

ACKNOWLEDGMENT:

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

Registered Agent:

Personnel 411, Com, Inc., a Florida Corporation

By: Joe T. Hill

Its: President

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TALLAHASSEE, FLORIDA

ARTICLE IV

MEMBERS AND MANAGEMENT

Check if applicable:

X The Limited Liability Company is to be managed by one manager and is therefore, a manager - managed company. The initial manager member is Personell411, Inc.

This limited liability company shall have the following members:

NAME	ADDRESS
Personell411.Com, Inc.	8520 Via Romana, #1, Boca Raton, Florida 33496
MP Diagnostic II, Ltd.	9090 SW 87 th Court, Miami, Florida 33176

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ARTICLE V

PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a radiological diagnostic services business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

CONTRIBUTIONS/ALLOCATION OF PROFITS AND LOSSES AND DISTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

NAME	AMOUNT
MP Diagnostic II, Ltd., a Florida Limited Partnership	\$100,000.00
Personell411.Com, Inc. a Florida Corporation	\$5,000.00

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None, provided that future contributions can be made as determined from time to time by the members.

Allocations of profits and losses and distributions shall be made in the following percentages:

MP Diagnostic II, Ltd., a Florida Limited Partnership	17%
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Personell411.Com, Inc. a Florida Corporation	83%
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ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of a majority of the membership interests of the limited liability company, and further provided however that the existing members shall have a first right of refusal to purchase additional membership interests which are first being offered to third parties on the same terms and conditions as those made to such third party within five (5) days written notification to such member of the third party offer.

ARTICLE VIII

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

NAME	PERCENTAGE
MP Diagnostic II, Ltd., a a Florida Limited Partnership	17%

Personell411.Com, Inc. a Florida Corporation	83%
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ARTICLE IX

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE X

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Personnel 411, Com, Inc. a Florida Corporation

By: Sei Hay

Its: President, Member

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