Schwartz, Gold, Cohen, Zakarin & Kotler, P.A

54 S.W. BOCA RATON BOULEVARD Boca Raton, FL 33432-4708

FILED

EDWARD B. COHEN PAULA S. GOLD (RETIRED) MICHAEL I. KOTLER * DAVID C. KOTLER ALLAN H. SCHWARTZ RONALD M. ZAKARIN GREGG H, GLICKSTEIN, OF COUNSE! 2002 APR 22 PM 3: 52 MANHASSET, NEW YORK 11030

DIVILION OF CORPORATIONS FALLAHASSEE, FLORIDA

BOCA RATON (561) 361-9600 FAX (561) 361-9770

ALSO ADMITTED IN DISTRICT OF COLUMBIA AND NEW YORK

ALSO ADMITTED IN DISTRICT OF COLUMBIA AND PENNSYLVANIA

April 17, 2002

0000005308430

-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

Mechael Kather

MIK/mek Enclosures

> WOZ- /1555 J. BRYAN APR 2 3 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

April 23, 2002

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

Map CIL CO 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:

Personnel411.6om, 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 Registered Agent: as provided for in Chapter 608, F.S.

Personnel 411. Com, Inc., a Florida Corporation By: 760 1

1

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

MIN APR 22 PH 3: 52

MP Diagnostic II, Ltd.

9<u>0</u>90 SW 87th Court, Miami, Florida 33176

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

\$100,000.00

Florida Limited Partnership

-\$5,000.00

Personell411.Com, Inc.

a Florida Corporation

2

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.

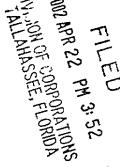
Allocations of profits and losses and distributions shall be made in the following percentages:

MP Diagnostic II, Ltd., a Florida Limited Partnership

17%

Personell411.Com, Inc. a Florida Corporation

83%



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

17%

a Florida Limited Partnership

Personell411.Com, Inc.

83%

a Florida Corporation

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, By: Stall Add	Inc. a Florida	Corporation
Its: President	, Member	

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DIVISION OF CORPORATION
ZALLAHASSEE FLORINA