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EFFECTIVE DATE

5-28-04

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SUITE 700
9180 GALLERIA COURT
NAPLES, FLORIDA 34109

May 27, 2004

Via Federal Express

Florida Department of State
Division of Corporations
Limited Liability Company Registrations
409 East Gaines Street
Tallahassee, Florida 32399

Re: South Fort Myers MRI, L.L.C.
Our File No. 3363.00

Dear Sir or Miss:

Enclosed please find an original and one (1) copy of the Articles of Organization for **South Fort Myers MRI, L.L.C.** for filing as a Florida limited liability company. Also enclosed is our client's check payable to Department of State in the sum of \$130.00 (\$125. for filing and \$5.00 for certificate). Please be kind enough to process these Articles for filing reflecting an effective date of May 28, 2004.

Please process and return the stamped copy of the Articles and the Certificate evidencing this organization in the prepaid envelope provided.

Should you have any question regarding these enclosures, please contact the undersigned at (239) 594-1800, ext. 210. Thank you.

Very truly yours,
Stewart & Storter Attorneys at Law

By: 

Sue Zimmerman, Paralegal to
JAMES C. STEWART, JR.

/sjz
enclosures

cc: South Fort Myers MRI, L.L.C.

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ARTICLES OF ORGANIZATION OF SOUTH FORT MYERS MRI, LLC

The undersigned, desiring to form a limited liability company (hereinafter the "Company") under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for the Company:

ARTICLE I NAME

The name of the Company is **SOUTH FORT MYERS MRI, LLC**

EFFECTIVE DATE

5-28-04

ARTICLE II DURATION

The Company shall commence its existence as of MAY 28, 2004.

ARTICLE III ADDRESS

The mailing and street address of the principal office of the Company is **671 Goodlette Road North, Naples, Florida 34102.**

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is **9180 Galleria Court, Suite 700, Naples, Florida 34109**, and the name of the initial registered agent of the Company at that address is **JAMES C. STEWART, JR.**

ARTICLE V INITIAL MEMBERS

The initial members of the Company shall be:

MARK MARZANO
671 Goodlette Road North
Naples, Florida 34102

THOMAS F. GAYER
5801 Pelican Bay Road
Suite 200
Naples, Florida 34108

TIMOTHY L. MARTINSON
12475 Clearfalls Drive
Boca Raton, Florida 33428

ARTICLE VI
ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII
MEMBERS' RIGHT TO CONTINUE BUSINESS

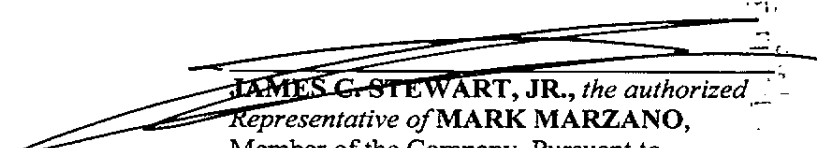
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by one or more Managing Members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this
day of MAY, 2004.

MEMBER:


JAMES C. STEWART, JR., *the authorized*
Representative of MARK MARZANO,
Member of the Company, Pursuant to
Florida Statutes Section 608.407(1)(h)

ACCEPTANCE OF REGISTERED AGENT

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

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 27th day of MAY, 2004.


JAMES C. STEWART, JR.

FILED
JUN 1 2004
CLERK OF COURT

1-0113 87-11190

FILED
JUN 1 2004
CLERK OF COURT