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SECUREDAY F STATE

# **CT** CORPORATION

December 22, 2004

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399



Re:

Order #: 6265526 SO

Customer Reference 1: 013488-0101

Customer Reference 2:

Dear Secretary of State, Florida:

Please obtain the following:

Tower Open Scan MRI (FL) Conversion Florida

Tower OpenScan MRI, LLC (FL) Formation Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell Fulfillment Specialist Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

# CERTIFICATE OF CONVERSION

Pursuant to Section 608.439, Florida Statutes, the following unincorporated entity hereby submits the attached Articles of Organization and this Certificate of Conversion to convert to a Florida limited liability company.

FIRST: The name of the unincorporated business entity immediately prior to filing this Certificate of Conversion was Tower OpenScan MRI (the "Converting Entity").

SECOND: The Converting Entity was first formed on or about the 23<sup>rd</sup> day of August, 1996, as a general partnership under the laws of the State of Florida.

THIRD: The Converting Entity shall be converted to a Florida limited liability company upon the filing of this Certificate and it shall operate under the name Tower OpenScan MRI, LLC as set forth in the attached Articles of Organization.

The undersigned executed this Certificate of Conversion on the 21 day of December 2004.

Signature of a Member or an Authorized Representative of a Member

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

STEALEN STENZIER, M.D.

Typed or Printed Name of Signer

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified copy (optional)
\$ 5.00 Certificate of Status (optional)

#### ARTICLES OF ORGANIZATION

OF

### TOWER OPENSCAN MRL LLC

ARTICLE I - Name. The name of this limited liability company is Tower OpenScan MRI, LLC (the "Company"), and it shall be formed as a limited liability company under Chapter 608 of the laws of the State of Florida.

ARTICLE II - Address. The mailing address and street address of the principal office of the Company is:

## Principal Office Address:

Mailing Address:

511 West Bay Street, Suite 301 Tampa, Florida 33606 511 West Bay Street, Suite 301 Tampa, Florida 33606

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ARTICLE III - Registered Agent, Registered Office and Registered Agent's Signature. The name and the Florida street address of the initial registered agent of the Company are:

Name:

F&L CORP.

Address:

One Independent Drive, Suite 1300 Jacksonville, Florida 32202

Having been named Registered Agent and designated to accept service of process for the above stated limited liability company, at the place designated herein, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.

F&H CORP.

Name: Martin A. Traber Title: Vice President ARTICLE IV - Managing Members: The name and address of each Managing Member is as follows:

Title:

Name and Address:

**MGRM** 

QUESTAR TAMPA, INC., a Florida corporation

3916 West Swann Avenue Tampa, Florida 33609

**MGRM** 

NEW IMAGING VENTURES, INC., a Florida corporation

511 West Bay Street, Suite 301

Tampa, Florida 33606

REQUIRED SIGNATURE:

(Signature of a member or an authorized representative of a member)

(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).

Stephen Genzuer M.D.

(Typed or Printed Name of Signer)

FILING FEES:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)