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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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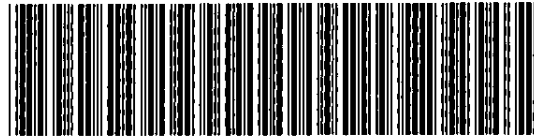
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B. KOHR

APR - 1 2008

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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CONTACT: ASHLEY SMITH

DATE: 03-31-2008

REF. #: 000177.84066

CORP. NAME: STAND-UP MRI OF MIAMI, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| (XX) OTHER: CERTIFICATE OF CONVERSION | | |

STATE FEES PREPAID WITH CHECK# 525368 FOR \$ 150.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|-------------------------|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | (XX) PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF CONVERSION
For
STAND-UP MRI OF MIAMI, INC.
Into
HEALTH DIAGNOSTICS OF MIAMI, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

- FIRST:** The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Stand-Up MRI of Miami, Inc. 117536
P02 000
- SECOND:** The "Other Business Entity" is a Florida corporation, first incorporated under the laws of the State of Florida on November 1, 2002.
- THIRD:** The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Health Diagnostics of Miami, LLC.
- FOURTH:** The conversion shall be effective on the date of filing.

* * *

IN WITNESS WHEREOF, the "Other Business Entity" has caused this Certificate of Conversion to be executed in its name by its authorized signatory, Timothy Damadian, on this 24 day of March, 2008.

STAND-UP MRI OF MIAMI, INC.,
a Florida corporation

By: 
Timothy Damadian, Authorized Signatory

**ARTICLES OF ORGANIZATION
OF
HEALTH DIAGNOSTICS OF MIAMI, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles of Organization of **HEALTH DIAGNOSTICS OF MIAMI, LLC** (the "Limited Liability Company"), hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

HEALTH DIAGNOSTICS OF MIAMI, LLC

ARTICLE II — Address:

The mailing address of the Limited Liability Company is 6 Corporate Center Drive, Suite 101, Melville, New York 11747, and street address of the principal office of the Limited Liability Company is 1661 S. W. 37th Avenue, Miami, Florida 33145.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Registered Agent:

The name and address of the registered agent for service of process in the state shall be:

CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, Florida 32301

ARTICLE V — Management:

The Limited Liability Company will be a manager-managed company.

ARTICLE VI - Indemnification

The Limited Liability Company shall indemnify and hold harmless its members and managers against any and all claims and demands whatsoever to the greatest extent permitted under Florida law.

A handwritten signature in black ink, appearing to read 'Timothy Damadian', written over a horizontal line.

Timothy Damadian
Authorized Signatory

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

HEALTH DIAGNOSTICS OF MIAMI, LLC

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by this certificate, I hereby accept the 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 the obligations of my position as a registered agent as provided for in Chapter 608, F.S.

CorpDirect Agents, Inc.

By: 

Print Name: Patricia Tadlock

Title: Assistant Secretary

Dated: March 31, 2008