

L080000 83047

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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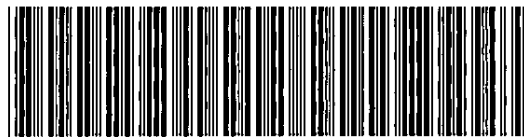
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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08 SEP -2 PM 12:45
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

SEP 2 2008

EXAMINER

Charter Number Only

8/29/08

Requestor's Name

Address

City

State

Zip

Phone

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Digital Imaging Diagnostic, P.L.C.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other LLC

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☒ Certificate Under Seal

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Acknowledgment

W.P. Verifier

Empire Toll Free: 1-800-432-3028

ALAN S. ZANGEN, P.A.
ATTORNEY AT LAW

ALAN S. ZANGEN*

WELLINGTON CORPORATE CENTER
1200 CORPORATE CENTER WAY
SUITE 201
W ELLINGTON, FLORIDA 33414

* MEMBER FLORIDA BAR, NEW YORK BAR
AND ILLINOIS BAR

TELEPHONE (561) 793-2400
FACSIMILE (561) 753-9966

August 28, 2008

HAND-DELIVERED

Florida Secretary of State
Division of Corporations
P. O. Box 6327
The Capitol Building, Room 2001
Tallahassee, FL 32314

Re: Digital Imaging Diagnostics, P.L.C.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the Articles of Organization and Certificate of Registered Agent for the above-referenced Limited Liability Company.

Please note that the effective time and date is upon the date of filing of the enclosed.

Additionally, enclosed is this firm's check number 18192, in the amount of \$130.00 payable to the Florida Department of State, for the filing fees for the Articles of Organization of a Florida Limited Liability Company, broken down as follows:

\$100.00 - filing fee for Articles of Organization and Affidavit
\$ 25.00 - Designation of Registered Agent
\$ 5.00 - Certificate of Status

Please forward the certified copy of the Articles and Certificate of Status to the attention of the undersigned. Thank you for your prompt attention to this matter.

Sincerely,


Alan S. Zangen

ASZ:ma
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
DIGITAL IMAGING DIAGNOSTIC, P.L.C.

FILED
08 SEP -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Professional Limited Liability Company is organized under the provisions of Chapters 608 and 621, Florida Statutes, for the purpose of providing such professional services as are hereafter specified.

ARTICLE I
NAME

The name of the Limited Liability Company shall be **DIGITAL IMAGING DIAGNOSTIC, P.L.C.**, (the "Company").

ARTICLE II
PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Company shall be 12798 Forest Hill Blvd., Suite 302, Wellington, Florida 33414.

ARTICLE III
DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the Members.

ARTICLE IV
AREAS OF PRACTICE

The areas of practice of the Company is limited to the practice of medicine and more particularly engaged in the practice of radiology and areas ancillary thereto.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the state of Florida is Kelly A. Conroy, 12798 Forest Hill Blvd. Suite 302, Wellington, Florida 33414.

ARTICLE VI
POWERS

In addition to the powers authorized by the laws of the State of Florida, the Company shall have all powers set forth in the Operating Agreement adopted by the Members.

ARTICLE VII
MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining Members may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member on the occurrence of any other event which terminates the continued Membership of a member in accordance with the Operating Agreement adopted by the Members.

ARTICLE VIII
ADMISSION OF NEW MEMBERS

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's interest in the Company may not be sold or otherwise transferred except with the unanimous written consent of all Members or as otherwise set forth in the Operating Agreement of the Company.

ARTICLE IX
MANAGEMENT

The Company shall be a manager-managed Company, managed by three (3) managers in accordance with the Operating Agreement regulations adopted by the Members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these

articles of organization. The name and address of the initial managers of the Company are:

Eric M. Baumel
12798 Forest Hill Blvd.
Suite 302
Wellington, FL 33414

Jonathan S. Huber
12798 Forest Hill Blvd.
Suite 302
Wellington, FL 33414

Thomas M. Kirchner
12798 Forest Hill Blvd.
Suite 302
Wellington, FL 33414

The persons who are designated or appointed as Managing Members shall carry out and further the decisions and actions of the managers or members made under the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages, security agreements, any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred or evidenced that are necessary appropriate, or beneficial to carry out or further those decisions or actions.

ARTICLE X AMENDMENTS

The power to adopt, alter, amend or repeal these Articles of Organization shall be vested in the Members and shall be consistent with the Florida Limited Liability Company Act and the Operating Agreement.

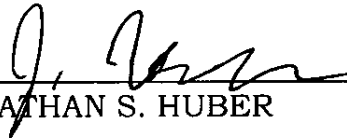
ARTICLE XI EFFECTIVE DATE AND TIME

The effective date and time of the commencement of Company's existence shall be upon filing of these Articles of Organization.

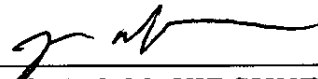
IN WITNESS WHEREOF, and in accordance with F.S. 608.408(3), the undersigned organizers have made and subscribed these Articles of Organization at Wellington, Florida, on the 28 day of August, 2008.



ERIC M. BAUMEL



JONATHAN S. HUBER



THOMAS M. KIRCHNER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

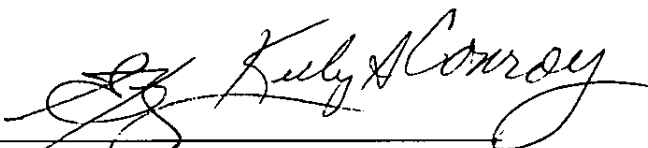
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and registered office, in the State of Florida.

1. The name of the limited liability company is **DIGITAL IMAGING DIAGNOSTICS, P.L.C.**
2. The name and address of the registered agent and office is:

KELLY A. CONROY
12798 Forest Hill Blvd.
Suite 302
Wellington, FL 33414

The undersigned, being the person named in the articles of organization of DIGITAL IMAGING DIAGNOSTICS, P.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and 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 relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated this 28 day of August, 2008.



KELLY A. CONROY
Registered Agent

DIGITAL IMAGING DIAGNOSTIC,
P.L.C.

By: 

JONATHAN S. HUBER, M.D.