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Restated Articles and Name Change
Filed 12/27/90

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RESTATEMENT OF ARTICLES OF INCORPORATION OF
MIDTOWN IMAGING ASSOCIATES, INC. and CHANGE OF CORPORATE NAME TO
MIDTOWN IMAGING, P.A.

WHEREAS, MIDTOWN IMAGING ASSOCIATES, INC. was incorporated on July 24, 1990 pursuant to the Florida General Corporation Act, and

WHEREAS, said corporation anticipates rendering professional physician radiology services to the public, and

WHEREAS, said corporation should be incorporated pursuant to the Professional Service Corporation Act, the undersigned, constituting all of the Board of Directors and shareholders of MIDTOWN IMAGING ASSOCIATES, INC. do by their signatures affixed hereon unanimously consent to and approve a restatement of the Articles of Incorporation of MIDTOWN IMAGING ASSOCIATES, INC. and change of corporate name to MIDTOWN IMAGING, P.A., as follows:

RESTATEMENT OF
ARTICLES OF INCORPORATION OF MIDTOWN IMAGING ASSOCIATES, INC.
AND CHANGE OF CORPORATE NAME TO MIDTOWN IMAGING, P.A.

ARTICLE I - NAME

The name of the corporation is MIDTOWN IMAGING, P.A..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of original Articles with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized pursuant to the Florida

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TALLAHASSEE, FLORIDA

Professional Service Corporation Act for the purpose of rendering professional physician radiology services to the public.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue capital stock consisting of one hundred (100) shares of five dollar (\$5.00) par value common stock which shall be designated "common shares". Such capital stock may only be issued to individuals duly licensed and legally authorized in Florida to render physician radiology services. No shareholder of the corporation may sell or transfer his or her shares in the corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any previously issued new stock of this corporation shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

AND INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the Corporation is:

MIDTOWN IMAGING P.A.
c/o Richard D. Farber, M.D.
443 Prastwick Lane
Palm Beach Gardens, FL 33418

The street address of the Corporation's initial registered office is:

1215 Southeast Second Avenue, Suite 201
Fort Lauderdale, Florida 33316

and the initial Registered Agent at that office is:

PHILIP J. COUZE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors and any Board of Directors thereafter shall consist of two (2) directors. Each Director shall be a stockholder of the corporation. The names and addresses of the initial Board of Directors of this corporation are:

NAME	Address
ROBERT D. BURKE, M.D.	11 Sheldrake Lane, Palm Beach Gardens, Florida 33480
RICHARD D. FARBER, M.D.	443 Prestwick Lane Palm Beach Gardens, Florida 33418

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing the original Articles as Subscribers and the number of shares they agreed to purchase were as follows:

Robert D. Burke, M.D.	11 Sheldrake Lane Palm Bch. Gardens, FL 33480	50 Shares
Richard D. Farber, M.D.	443 Prestwick Lane Palm Bch. Gardens, FL 33418	50 Shares

ARTICLE IX - NO REMOVAL OF DIRECTORS

The shareholder of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE X - DIRECTOR QUORUM AND VOTING

A quorum for a meeting of directors shall consist of two (2) Directors.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned constituting all of the Board of Directors and shareholders have executed these Restated Articles of Incorporation and certify that the within Restatement contains amendments to the Articles requiring shareholder approval this 19 day of December, 1990.



ROBERT D. BURKE, M.D.,
DIRECTOR and 50% Shareholder



RICHARD D. FARBER, M.D.,
DIRECTOR and 50% Shareholder

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT D. BURKE, M.D. and RICHARD D. FARBER, M.D. known to me and known by me to be the persons who executed the foregoing Restated Articles of Incorporation, and they acknowledged before me that they executed those Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of December, 1990.

My Commission Expires:



Notary Public

Notary Public, State of Florida
My Commission Expires Dec. 3, 1995
Sharon M. Morrow

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That MIDTOWN IMAGING, P.A. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, has named PHILIP J. GOUZE located at 1215 Southeast Second Avenue, Suite 201, Fort Lauderdale, Florida 33316 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


PHILIP J. GOUZE
REGISTERED AGENT