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1468 WEST NINTH STREET, SUITE 700 WESTERN RESERVE BUILDING CLEVELAND, OHIO 44113-1220 (216) 241-740 FAX: (216) 241-6031

January 7, 2002

Florida Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: Articles of Merger

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Gentlemen:

Please find enclosed Articles of Merger for Open MRI & CT of Lake Worth, LLC, Regional Health Network, LLC, Pineapple Grove Office Building L.C. and Open MRI of Florida, Ltd. Co. Also enclosed is a check in the amount of \$100.00 to cover the cost of filing. Please process in the usual manner.

Very truly yours,

Thomas P. Marotta

Name
Availability

Document Enclosure
Examiner cc: James V. Zelch, M.D.

Mark G. Zelch

Wedater
Verifyer DCC

W. P. Verifyer DCC

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ARTICLES OF MERGER . Merger Sheet

MERGING:

OPEN MRI AND CT OF LAKE WORTH, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY (L99000003216)

REGIONAL HEALTH NETWORK, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY (L00000000897)

PINEAPPLE GROVE OFFICE BLDG. L.C., A FLORIDA LIMITED LIABILITY COMPANY (L96000000629)

into

OPEN MRI OF FLORIDA, LTD. CO., a Florida limited liability company L9700000005

File date: July 22, 2002

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.43 823 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type	
1. Open MRI and CT of Lake Worth, L.I	Florida	Limited Liability	Company
7639 Lake Worth Road		the state of the s	,
Lake Worth, FL 33467	TO SERVICE SERVICES	The contract sense is the	
Florida Document/Registration Number: <u>L990000032</u>	<u> 16 F</u> F	II Number: 650923161	- · · · · · · · · · · · · · · · · · · ·
2. Open MRI of Florida, LTD. Co.	Florida	Limited Liability	Company
101 N.W. 1st Avenue	······································	en and the second of the secon	The state of the
Delray Beach, FL 33444		en e	
Florida Document/Registration Number: L9700000	0005 FF	EI Number: 650718594	en e
3. Regional Health Network, L.L.C.	Florida	Limited Liability	Company
101 N.W. 1st Avenue			
Delray Beach, FL 33444	<u> </u>		<u>.</u>
Florida Document/Registration Number: L00000000	897 <u> </u>	EI Number: 650718594	
4. Pineapple Grove Office Bldg. L.C.	Florida	Limited Liability	Company
4400 Renaissance Parkway, Suite L			
Warrensville Hts., OH 44128 Florida Document/Registration Number: L9600000	0629 Fi	EI Number: 650684615	-
Florida Document/Registration Number: L9600000	> 1.1	ET INGINOCI.	

(Attach additional sheet(s) if necessary)

CR2E080(9/00)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

Name and Street Address	<u>Jurisdiction</u>	Entity Type
Open MRI of Florida, LTD, Co.	Florida	Limited Liability
101 N.W. 1st Avenue	_	Company
Delray Beach, FL 33444	-	02 TAL
Florida Document/Registration Number: L9700	00000005 F	FEI Number: 6507 18564 ASS 22 TI
THIRD: The attached Plan of Merger meets the reand/or 620.201, Florida Statutes, and was approved partnership and/or limited partnership that is a party and/or 620, Florida Statutes.	by each domestic corpor	ration, limited liability company,

<u>FOURTH:</u> If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

<u>FIFTH:</u> If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u> <u>J</u>	urisdiction	7AE 28 28	
Open MRI and CT of Lake Worth, L.L.C.	Florida	JUL CRET	
Open MRI of Florida LTD. Co.	Florida	. 22 TARY IASSE	11.1
Regional Health Network, L.L.C.	Florida	AM IO OF S	Ö
Pineapple Grove Office Building, L.C.	Florida	D: 4.7 TATE ORATE	

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u> <u>Jurisdiction</u>

Open MRI of Florida LTD. Co. Florida

THIRD: The terms and conditions of the merger are as follows:

The parties to the merger will be merged into the surviving entity, Open MRI of Florida Ltd., Co. (the "Company"). As a result of the merger, the seperate existence of the non-surviving entities shall cease and the Company shall continue as the surviving entity of the merger.

Upon merger, all the property, rights, privileges, immunities, powers and franchises of the merged parties shall become the debts, liabilities and duties of the Company.

(Attach additional sheet(s) if necessary)

The parties to the merger will be merged into the surviving entity, Open MRI of Florida Ltd., Co. (the "Company"). As a result of the merger, the separate existence of the non-surviving entities shall cease and the Company shall continue as the surviving entity of the merger.

Upon merger, all the property, rights, privileges, immunities, powers and franchises of the merged parties shall vest in the Company, and all debts, liabilities and duties of the merged parties shall become the debts, liabilities and duties of the Company.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached.

B. The manner and basis of converting <u>rights to acquire</u> interests, shares, obligations or other securities of each merged party into <u>rights to acquire</u> interests, shares, obligations or other securities of the surviving entity in whole or in part, into cash or other property are as follows:

See attached...

(Attach additional sheet(s) if necessary)

<u>FIFTH:</u> If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

Each unit of interest in the merged parties issued and outstanding immediately prior to the merger shall be converted into a unit of interest in the Company. ("the Merger consideration"). As of the effective time of the merger, all such units in the Company shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and each holder of a certificate representing such Company units shall cease to have any rights with respect thereto, except the right to receive the merger consideration and any cash in lieu of fractional parent units to be issued or paid in consideration therefore upon surrender of such certificate.

Each unit of the Company that is (i) held in the treasury of the Company or (ii) owned by the Company immediately prior to the Effective Time of the Merger shall be cancelled, and retired without any conversion thereof and no payment or distribution shall be made with respect thereto.

Each unit of any merged party issued and outstanding immediately prior to the Effective Time shall be converted into one validly issued, fully paid and non-assessable Unit of the Company and shall thereafter constitute all of the issued and outstanding capital stock of the Surviving Entity.

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

JVZ Partners Limited, L.P., and Ohio Limited Partnership 4400 Renaissance Parkway, Suite L Warrensville Hts., Ohio $44128\,$

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

SECRETARY OF STATE TALLAHASSEE, FLORIDA

EIGHTH: Other provisions, if any, relating to the merger:

N/A

NINTH: The merger shall become effective as of:	
The date the Articles of Merger are filed with Florida Departn	nent of State
OR	
(Enter specific date. NOTE: Date cannot be prior to the date	of filing.)
	ARA L 2
TENTH: The Articles of Merger comply and were executed in a applicable jurisdiction.	
application jurisdiction.	OF STATE
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:	1. 10 1. 10
* 	
Name of Entity Signature(s)	Tymod on Duinted Name of L. dividual
Open MRI & Co of Lake Management	Typed or Printed Name of Individual
Worth, L.L.C.	JVZ Partners Limited L.P.,
(No P	by Mark G. Zelch, General Partner
	I at oner
Open MRI of Florida	
	JVZ Partners Limited L.P.,
	<u>bveMark G. Zelch, General</u> <u>Partner</u>
Regional Health Network, LLC	
INVER	by Mark G. Zelch, General
	Partner
Pineapple Grove Office Building, L.C.	
THE BUILDING, H.O.	JVZ Partners Limited L.P., by Mark G. Zelch, General
	Partner Partner

(Attach additional sheet(s) if necessary)