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January 7, 2002

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

RE: Articles of Merger

000006555060--0
-07/22/02--01068--016
*****100.00 *****100.00

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
Monitor	
Updater	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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TALLAHASSEE, FLORIDA

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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
L97000000005

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, 608.438, and/or 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.L.C. 7639 Lake Worth Road Lake Worth, FL 33467	Florida	Limited Liability Company
Florida Document/Registration Number: L99000003216		FEI Number: 650923161
2. Open MRI of Florida, LTD. Co. 101 N.W. 1st Avenue Delray Beach, FL 33444	Florida	Limited Liability Company
Florida Document/Registration Number: L97000000005		FEI Number: 650718594
3. Regional Health Network, L.L.C. 101 N.W. 1st Avenue Delray Beach, FL 33444	Florida	Limited Liability Company
Florida Document/Registration Number: L00000000897		FEI Number: 650718594
4. Pineapple Grove Office Bldg. L.C. 4400 Renaissance Parkway, Suite L Warrensville Hts., OH 44128	Florida	Limited Liability Company
Florida Document/Registration Number: L96000000629		FEI Number: 650684615

(Attach additional sheet(s) if necessary)

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617-608, 617-608
ty company, LLC

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>Jurisdiction</u>
Open MRI and CT of Lake Worth, L.L.C.	Florida
Open MRI of Florida LTD. Co.	Florida
Regional Health Network, L.L.C.	Florida
Pineapple Grove Office Building, L.C.	Florida

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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 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 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 rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire 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.

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(Attach additional sheet(s) if necessary)

FIFTH: 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,
Florida Document/Registration Number

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

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.

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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

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

N/A

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

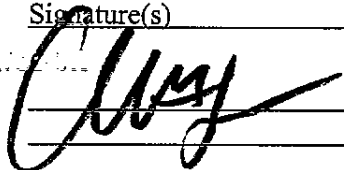
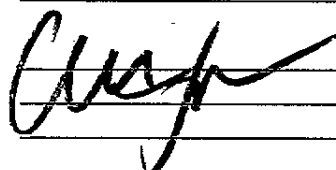
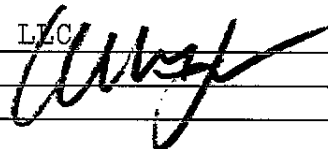
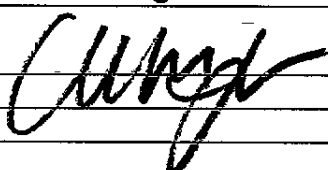
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Open MRI & Ct of Lake Worth, L.L.C.		JVZ Partners Limited L.P., by Mark G. Zelch, General Partner
Open MRI of Florida LTD. Co.		JVZ Partners Limited L.P., by Mark G. Zelch, General Partner
Regional Health Network, LLC		JVZ Partners Limited L.P., by Mark G. Zelch, General Partner
Pineapple Grove Office Building, L.C.		JVZ Partners Limited L.P., by Mark G. Zelch, General Partner

(Attach additional sheet(s) if necessary)

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