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November 18, 1998

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RANDY K. STERNS  
JEFFREY W. WARREN  
PAUL D. WATSON  
DAVID B. WILLIAMS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

400002691514--6  
-11/19/98--01057--003  
\*\*\*\*337.50 \*\*\*\*337.50

RE: Filing Articles of Organization  
PresGar Imaging of Jupiter, LLC  
Our File No.: PIJL-1

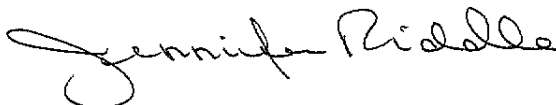
CM

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of PresGar Imaging of Jupiter, L.L.C., an Affidavit by its Member, Gary W. Wright, and our check for the filing fee and certified copy in the amount of \$337.50.

Please stamp and return the enclosed copy of these documents for our records.

Sincerely,



Jennifer Riddle, Legal Assistant to  
Mindy L. Carreja

/jdr  
enclosures  
cc: Gary W. Wright  
164695.1

FILED  
99 DEC -8 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 30, 1998

JENNIFER RIDDLE  
BUSH ROSS GARDNER WARREN & RUDY, P.A.  
220 SOUTH FRANKLIN STREET  
TAMPA, FL 33602

SUBJECT: PRESGAR IMAGING OF JUPITER, L.L.C.  
Ref. Number: W98000026680

FILED  
98 DEC -8 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PRESGAR IMAGING OF JUPITER, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409, Florida Statutes, the effective date specified in the articles of organization must be within 5 business days of the date of receipt. Our office received your document on . Please amend your document accordingly.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

The document must include the period of duration, which may be perpetual.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 298A00056668

**ARTICLES OF ORGANIZATION  
OF  
PRESGAR IMAGING OF JUPITER, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

**ARTICLE I**

**Name**

The name of this limited liability company is PRESGAR IMAGING OF JUPITER, L.L.C. (the "Company").

**ARTICLE II**

**Duration of Existence**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event. Any of the following acts or events shall dissolve the Company: (a) the death or resignation of any individual member; (b) the dissolution, whether voluntary or involuntary, of any entity member; (c) the filing of a petition in bankruptcy, on a voluntary basis by or an involuntary basis against, any member; (d) a unanimous determination by the members that the Company should be dissolved; or (e) when required by law. The dissolution shall be effective upon the occurrence of any of the above events without any further action required on the part of the Company or its members.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE III

#### Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

### ARTICLE IV

#### Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 15310 Amberly Drive, Suite 315, Tampa, FL 33647, and its initial registered agent is John N. Giordano, whose address is 220 South Franklin Street, Tampa, Florida 33602.

### ARTICLE V

#### Additional Members

The Company shall not admit a new member to the Company without the prior written consent of the members holding a majority membership interest in the Company.

### ARTICLE VI

#### Continuation of the Company

The Company will automatically terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that the holders of

a majority of the then outstanding membership interests of the Company shall have the right to continue the business of the Company.

## ARTICLE VII

### Management of the Company

The Company shall be managed by its members in the manner set forth in the Company's Regulations. The names and addresses of the managing members are as follows:

PresGar Medical Imaging, Inc.  
15310 Amberly Drive, Suite 315  
Tampa, Florida 33647

Medical Asset Management, Inc.  
5405 Okeechobee Boulevard, Suite 101  
West Palm Beach, Florida 33417

## ARTICLE VIII

### Regulations

The power to adopt, alter, amend or repeal regulations governing the operation of the Company shall be vested in its members.

## ARTICLE IX

### Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any member or former member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 1<sup>st</sup> day of November, 1998.

PRESGAR MEDICAL IMAGING, INC.,  
Member

By: [Signature]  
Gary W. Wright, President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 16<sup>th</sup> day of November, 1998, by, Gary W. Wright, in his capacity as President of PresGar Medical Imaging, Inc., a Florida corporation.



**MELINDA CAROL LIDDY**  
Notary Public, State of Florida  
My Comm. Expires March 19, 2000  
No. CC 541372

Melinda Carol Liddy  
NOTARY PUBLIC, State of Florida

at Large

Print Name: Melinda Carol Liddy

My Commission Expires: March 19, 2000

CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, PRESGAR IMAGING OF JUPITER, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates John N. Giordano an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

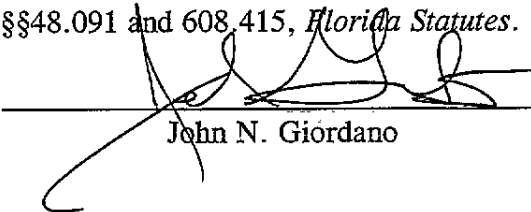
PRESGAR MEDICAL IMAGING, INC.,  
Member

By: \_\_\_\_\_

  
Gary W. Wright, President

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

  
John N. Giordano

160626.1

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Gary Wright, being sworn, upon his oath deposes and says:

1. I am President of PresGar Medical Imaging, Inc., which is a member of PresGar Imaging of Jupiter, L.L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed cash in the amount of \$ 5,000.00 and no property, as capital to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$ 5,000.00.

PresGar Medical Imaging, Inc., Member

By: 

Gary W. Wright, President

SWORN AND SUBSCRIBED TO before me this 16<sup>th</sup> day of November, 1998.



**MELINDA CAROL LIDDY**  
Notary Public, State of Florida  
My Comm. Expires March 19, 2000  
No. CC 541372

Melinda Carol Liddy  
Notary Public

Print Name: Melinda Carol Liddy

My commission expires: March 19, 2000