

L99000000385

C. Vincent Brown  
R. David Massey\*  
F. Douglas P. Evans  
Stanley E. McLeod†  
Knox L. Haynsworth, III  
Christopher B. Roberts  
Arnold L. Ashley  
Andrew R. Mackenzie  
\*Professional Association  
†Certified Specialist Taxation

BROWN, MASSEY, EVANS, MCLEOD & HAYNSWORTH

ATTORNEYS AT LAW, P.A.  
AN ASSOCIATION OF PROFESSIONAL ASSOCIATIONS  
POST OFFICE BOX 2464  
GREENVILLE, SOUTH CAROLINA 29602

106 WILLIAMS STREET  
TELEPHONE (864) 271-7424  
FAX 864-742-6469

December 29, 1998

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

400002736804--8  
-01/11/99--01110--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
400002736804--8  
-01/11/99--01110--002  
\*\*\*\*\*250.00 \*\*\*\*\*250.00

Re: Open MRI & Imaging of Pensacola, L.L.C.

Dear Sir/Madam:

Enclosed please find the Articles of Organization For Florida Limited Liability Company, in duplicate, the Certificate of Designation of Registered Agent/Registered Office, in duplicate and checks representing the appropriate filing fees.

Please return a filed copy of the Articles and Certificate to the undersigned.

In the event you have any questions or comments regarding these enclosures, please advise the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

BROWN, MASSEY, EVANS, McLEOD & HAYNSWORTH, P.A.

*Stanley E. McLeod*  
Stanley E. McLeod

SEM:crw  
Enclosure

E:\98CO\484OPE\FLORIDA.SEC

Name	
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	
w. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 4:36

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

OPEN MRI & IMAGING OF PENSACOLA, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

3295 River Exchange Drive - Suite 275  
Norcross, GA 30092

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be: 30 years

**ARTICLE IV - Management:**

**(Check the appropriate box and complete the statement)**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

John K. Luke, Manager	Gene Venesky
3295 River Exchange Drive - Suite 275	3295 River Exchange Drive-Suite 275
Norcross, GA 30092	Norcross, GA 30092

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 11 PM 4:36

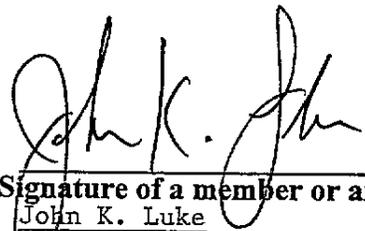
**ARTICLE VI - Members Rights to Continue Business:**

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of OPEN MRI & IMAGING OF PENSACOLA, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00 .



**Signature of a member or an authorized representative of a member.**

John K. Luke

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John K. Luke

John K. Luke      Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: OPEN MRI & IMAGING OF  
PENSACOLA, L.L.C.

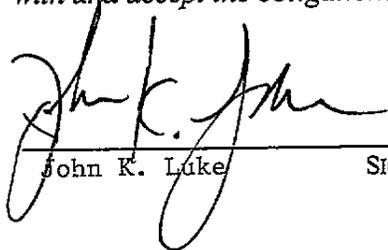
2. The name and the Florida street address of the registered agent are:

John K. Luke  
NAME

4511 North Davis Highway - Suite 1-B  
Florida street address (P. O. Box NOT ACCEPTABLE)

Pensacola, FL 32503  
CITY, STATE AND ZIP

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



John K. Luke SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**