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MICHAEL J. CANAN

April 2, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-04702/99-01056--009
****337.50 ****337.50

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF ORGANIZATION**, along with a check in the amount of **\$337.50** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the Articles of Organization for the following entity:

Interstate Radiology Management, L.L.C.

Please "date-stamp" the copy of this letter and call Ann Cotroneo at 222-7717, when the certified copy is ready.

Name	4/2/99
Availability	acc
Document Examiner	DCC
Updater	acc
Updater	KBP/amc
Verifier	Enclosures
Acknowledgment	GHR/Corp/GHR 63 GHR/Corp/GHR 63 (1019006)
W. P. Verifier	DCC

Very truly yours,

Kelly D. Plante
Kelly B. Plante

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99 APR - 6 PM 2:41

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8 pages
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April 6, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for re-filing, please find the **ARTICLES OF ORGANIZATION OF INTERSTATE RADIOLOGY MANAGEMENT, L.L.C.** with the additional information inserted in Paragraph 8. You have retained our check in the amount of **\$337.50** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Organization**.

Please "date-stamp" the copy of this letter and call Ann Cotroneo at 222-7717, when the certified copy is ready.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

amc

KBP/amc
Enclosures
GHRCORP/GHR.63a
Buchanan (10191-18)



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 2, 1999

KELLY B. PLANTE
GRAY HARRIS & ROBINSON
P.O. BOX 11189
TALLAHASSEE, FL 32302-3189

SUBJECT: INTERSTATE RADIOLOGY MANAGEMENT, L.L.C.
Ref. Number: W99000007964

We have received your document for INTERSTATE RADIOLOGY MANAGEMENT, 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):

You must list the addresses of the managers that you have listed in section 8.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00016849

**ARTICLES OF ORGANIZATION
OF
INTERSTATE RADIOLOGY MANAGEMENT, L.L.C.**

FILED
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DIVISION OF CORPORATIONS
99 APR -6 PM 2:41

The undersigned, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act") hereby adopt the following Articles of Organization:

1. Name. The name of the limited liability company is Interstate Radiology Management, L.L.C. (the "Company").

2. Mailing and Street Address of the Principal Office. The mailing and street address of the principal office of the Company within the State of Florida shall be 631 Palm Springs Drive, Suite 106, Altamonte Springs, Florida 32701.

3. Duration. The existence of the Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State, and it shall remain in existence perpetually or until dissolution of the Company pursuant to Article 9 hereof; or until dissolution of the Company pursuant to the terms of the Operating Agreement between its Members.

4. Purpose. Subject to the terms of the Operating Agreement between its Members, the purpose for which the Company is organized is to engage in any and all lawful business activities for which limited liability companies may be organized under the Act.

5. Admittance of New Members and Transfer of Interests. No Member shall sell or otherwise transfer such Member's Interest to an existing Member or to a New Member except as provided in the Company's Operating Agreement. Unless otherwise provided in the Company's Operating Agreement, new Members that are not transferees of an Interest may be admitted only upon the unanimous consent, in writing, of all of the Members.

6. Name and Street Address of the Initial Registered Agent. The name and street address of the initial registered agent of the Company shall be Charles May, whose address is 631 Palm Springs Drive, Suite 106, Altamonte Springs, Florida 32701.

7. Initial Members. The initial Members of the Company shall be Florida Radiology Associates, P.A., a Florida professional corporation ("FRA") and Radiology Consultants, P.A., a Florida professional corporation ("RC").

8. Management. The Company is to be managed by Managers who shall be elected (or appointed) in accordance with the terms

of the Company Regulations, and who shall have such responsibilities as provided therein. The Managers shall be classified into three (3) classes. Each class will consist of two (2) Managers. The Managers in the first class ("Class A Managers") shall be elected for a term of one (1) year. The Managers in the second class ("Class B Managers") shall be elected for a term of two (2) years. The Managers in the third class ("Class C Managers") shall be elected for a term of three (3) years. At each annual election, the successors to the Managers of the class whose term expires in that year shall be elected for a term of three (3) years. One half (1/2) of the Managers in each class and one-half (1/2) of the successors to the Managers of the class whose term expires in that year shall be elected by FRA ("FRA Managers"); and one-half (1/2) of the Managers in each class and one-half (1/2) of the successors to the Managers of the class whose term expires in that year shall be elected by RC ("RC Managers"). The names and addresses of the persons who shall serve as the Managers of the Company until the first annual meeting of Members, or until their successors are elected (or appointed) and qualified, whichever is earlier, are as follows:

CLASS A MANAGERS

- (a) FRA Manager: David J. Rippe, M.D.
631 Palm Springs Dr., Ste. 106
Altamonte Springs, FL 32701
- (b) RC Manager: Raymond A. Larue, III, M.D.
306 Avenue C, N.E.
Winter Haven, FL 33881

CLASS B MANAGERS

- (c) FRA Manager: Mark L. Schiebler, M.D.
631 Palm Springs Dr., Ste. 106
Altamonte Springs, FL 32701
- (d) RC Manager: Norman T. Gensolin, M.D.
306 Avenue C, N.E.
Winter Haven, FL 33881

CLASS C MANAGERS

- (e) FRA Manager: Len W. Morris, M.D.
631 Palm Springs Dr., Ste. 106
Altamonte Springs, FL 32701
- (f) RC Manager: Frederick O. Hamilton, Jr., M.D.
306 Avenue C, N.E.
Winter Haven, FL 33881

The authority of the Managers, or any of them, to bind the Company is limited by the provisions of the Company Regulations and the Company's Operating Agreement.

9. Continuity of Business. Upon the withdrawal, bankruptcy or dissolution of a Member, the Company shall be dissolved unless, within ninety (90) days of such event, all the remaining Members of the Company consent, in writing, to continue the business of the Company, and there remains at least one Member.

10. Amendment and Conflict. These Articles of Organization and the Company Regulations may be amended only by a majority vote of the FRA Managers and a majority vote of the RC Managers. In the event of any conflict between these Articles of Organization and the Company's Operating Agreement, the provisions of the Company's Operating Agreement shall control. In the event of any conflict between the Company Regulations and the Company's Operating Agreement, the provisions of the Company's Operating Agreement shall control.

11. Member Voting Rights. Member Voting Rights are set forth in the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 25th day of February, 1999.

Signed, sealed and delivered "FRA"
in the presence of:

By: FLORIDA RADIOLOGY ASSOCIATES,
P.A., a Florida professional
corporation

Charles M. May
Print Name: Charles M. May

Lisa Rogers
Print Name: Lisa Rogers

By: James B. Ball, Jr., M.D.
Its President

"RC"

By: RADIOLOGY CONSULTANTS, P.A.,
a Florida professional
corporation

Donald R. Pearce
Print Name: DONALD R. PEARCE

Marion Fischer
Print Name: MARION FISCHER

By: Rong Dad Ho, M.D.
Its President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed as Registered Agent and to accept service of process for Interstate Radiology Management, L.L.C., the undersigned accepts such appointment, agrees to act in such capacity, and is familiar with and agrees to accept the obligations imposed by Florida Statutes Section 608.415.

DATED: February 25, 1999.

By: 

Charles May

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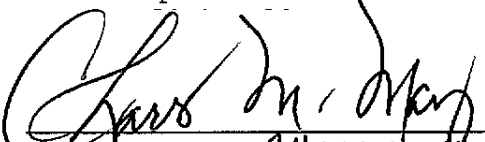
Affidavit of Membership and Contributions

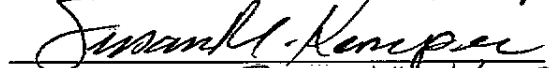
The undersigned Members of the Company hereby depose and say:

1. The Company has at least one Member.
2. The total amount of cash initially contributed by the Members is \$25,000.00. No property other than cash will be contributed initially.
3. The amount of cash anticipated to be contributed by the Members in the future is \$ zero.
4. No property other than cash is anticipated to be contributed by the Members in the future.

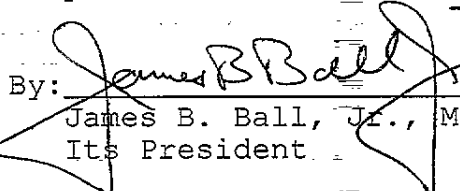
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed, sealed and delivered "FRA"
in the presence of:


Print Name: CHARLES M. MAY


Print Name: SUSAN M. KEMPER

By: FLORIDA RADIOLOGY ASSOCIATES
P.A., a Florida professional
corporation

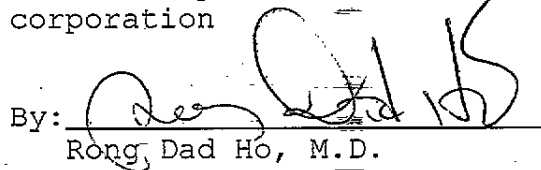
By: 
James B. Ball, Jr., M.D.
Its President

"RC"

By: RADIOLOGY CONSULTANTS, P.A.
a Florida professional
corporation


Print Name: DON PEARCE


Print Name: CHARLES M. MAY

By: 
Rong Dad Ho, M.D.
Its President