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*ADMITTED IN CA ONLY

November 6, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002683451--4
-11/09/98-01100-006
****346.25 ****346.25

Re: Heartcare Imaging, LLC -Registration of Foreign Limited Liability Company

Dear Sir or Madam:

Enclosed for filing is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, submitted on behalf of Heartcare Imaging, LLC. Also enclosed is Certificate of Designation of Registered Agent/Registered Office, an Affidavit of Membership, a Certificate of Good Standing and a check payable to the Secretary of State for \$346.25.

Please forward the Certified Copy and Certificate of Status to my attention at the above-referenced address as soon as such documentation is available.

Your assistance in ensuring prompt processing of the enclosed is appreciated. If you require any additional materials or information in connection with this certificate, please contact me as soon as possible.

Sincerely,

Sara Krauss
Sara Krauss

Enc.

cc: Robert J. Stilley (w/enc.) (via fax)

1198-1320

Name Availability	OK 11-12
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. HEARTCARE IMAGING, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 24, 1998 5. 2028
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification with the State
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1340 North U.S. Highway One, Suite 102, Jupiter, Florida 33469

(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Richard W. Rosene	MGRM	_____	_____
141 Center Road		_____	
Hinckley, Ohio 44233		_____	
Robert J. Stilley	MGRM	_____	
8782 Riverfront Terrace		_____	
Tequesta, Florida 33469		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

FILED
98 NOV -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**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:

HEART CARE IMAGING, LLC

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

Robert J. Stilley

(Name)

8782 Riverfront Terrace

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tequesta


FL

33469

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

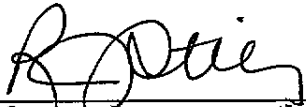
The undersigned member or authorized representative of a member of HeartCare
Imaging, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is approx.
\$29,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,000;
(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 \$40,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(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.)

Robert J. Stilley

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Gordon Altman Butowsky Weitzen Shalov & Wein114 West 47th Street
telephone: (212) 626-0800New York, NY 10036 -1510
telecopier: (212) 626-0799**FAX TRANSMITTAL SHEET**

From: Sara Krauss	Sender's Tel. No.: (212) 626-0792
Date: November 10, 1998	Sender's Fax No.: (212) 626-0799
Total 1 (Incl. Cover)	Client/Matter No.: 45450.1020

NAME	COMPANY	FAX No.
Tammy Kline	Florida Secretary of State	850-410-1015

If you did not receive the entire fax, please call as soon as possible: (212) 626-0321, 0322, 0323.

MESSAGE:

As you requested in connection with the Application for Authority to Operate a Foreign Limited Liability Company submitted by HeartCare Imaging, LLC, the following is a description of the property contributed as capital by the members:

Office computers.

Please advise me if you require additional information.

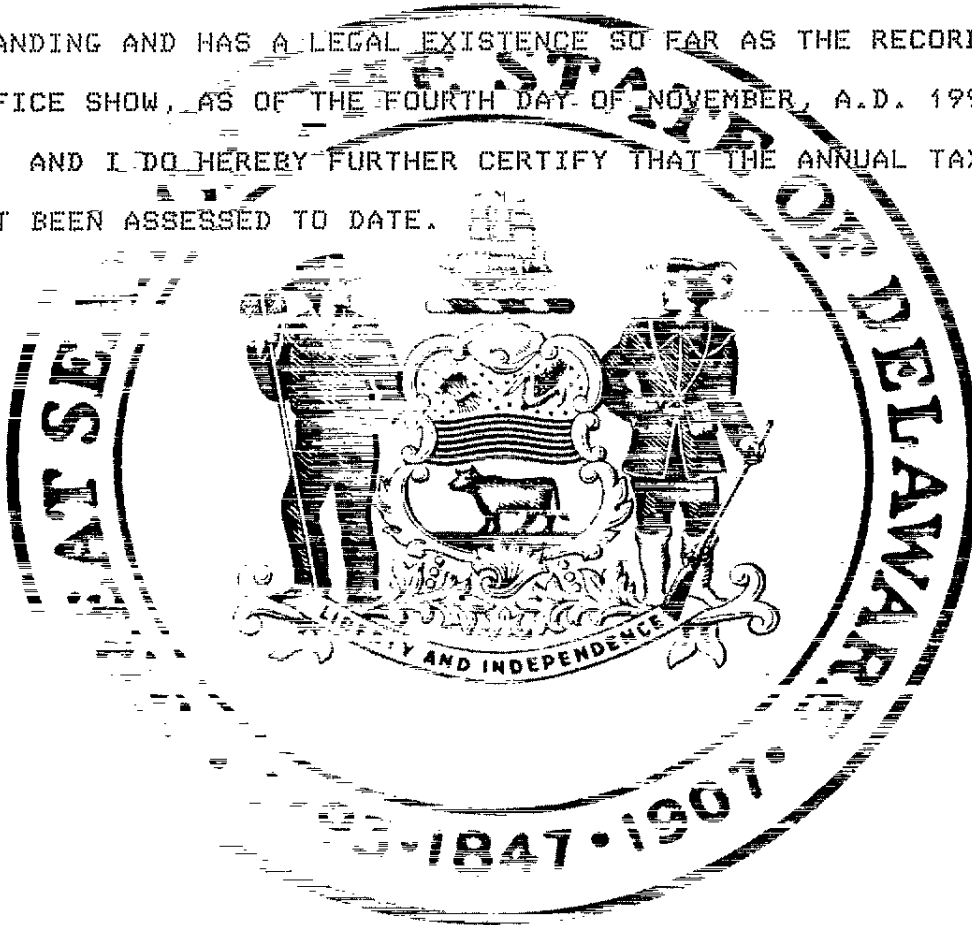
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This material being transmitted is confidential and solely for the person or entity named above covered by the attorney/client privilege. If you are not the intended recipient, please do not read the communication. If you have received the material in error, please notify us by telephone and return the communication to us at the above address via the mail.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEARTCARE IMAGING, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2947847 8300

AUTHENTICATION:

9387827

981424830

DATE:

11-04-98