

PO00000016805
LAW OFFICES
CONRAD & SCHERER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

REX CONRAD (1936-1999)
WILLIAM R. SCHERER, P.A.
GARY S. GENOVESE, P.A.
WILLIAM V. CARCIOPPOLO, P.A.
LINDA R. SPAULDING, P.A.
REID A. COCALIS, P.A.
W. EARL HALL, P.A.
RONALD A. FITZGERALD
JAMES F. CARROLL
PAUL R. LARKIN, JR.
DOMINIC L. BRANDY

ALBERT L. FREVOLA, JR.
WILLIAM R. SCHERER, III
VANESSA A. REYNOLDS
DOUGLAS T. MARX
JANINE R. KALAGHER
ANGEL PETTI
NICHOLAS W. ROMANELLO
SHARI L. MCCARTNEY
CATHERINE M. RODRIGUEZ
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OF COUNSEL

MARK J. LEEDS
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PENNSYLVANIA &
WASHINGTON, D.C. ONLY

** ADMITTED IN NEW YORK &
MASSACHUSETTS ONLY

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TELEPHONE (305) 856-9920

PLEASE REPLY TO:

Fort Lauderdale
Direct Line: (954) 847-3328

February 9, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Alarcon Radiology Associates, P.A.
Articles of Incorporation
Our File No.: 00-19

Dear Sir/Madame:

Enclosed please find an original and one (1) copy each of the Articles of Incorporation for the above referenced Corporation, with the Registered Agent Form incorporated therein. Also enclosed is a check for the filing fee in the amount of \$78.75.

Please return a date stamped copy of these Articles of Incorporation to this office to the attention of the undersigned in the envelope provided. Thank for your attention to this matter.

Very truly yours,

Shari McCartney
SHARI L. MCCARTNEY
For the Firm

SLM/jjs(328)
Enclosures

FILED
00 FEB 11 PM 6:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN FEB 16 2000

FILED
00 FEB 11 PM 6:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALARCON RADIOLOGY ASSOCIATES, P.A.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation pursuant to Chapter 621 of the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be Alarcon Radiology Associates, P. A.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of business to be transacted by the Professional Service Corporation shall be to conduct any and all lawful business in furtherance of the practice of Radiology.

Its powers include burrowing money, entering into leases and mortgages, holding patents, copyrights and trademarks and licenses in the State of Florida and all other states and countries.

ARTICLE III

CAPITAL STOCK

The minimum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Ten Thousand (10,000) shares of common stock of the par value of One

(\$1.00) Dollar each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent of this Corporation is Shari L. McCartney at 633 South Federal Highway, Fort Lauderdale, Florida, 33301.

ARTICLE VI

DIRECTORS

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one and not more than six. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE VII

DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until his successors are elected or appointed and have qualified, is as follows:

Alan F. Alarcon, M.D.
4183 Bocaire Boulevard
Boca Raton, Florida 33487

ARTICLE IX

INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Alan F. Alarcon, M.D.
4183 Bocaire Boulevard
Boca Raton, Florida 33487

ARTICLE X

PRINCIPAL OFFICE OF CORPORATION

The street address of the principal office of this Corporation is 5410 Northwest 33rd Street, Suite 108, Fort Lauderdale, Florida 33308.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be

elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIV

STOCKHOLDERS' AGREEMENTS

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XV

DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent; nor shall he be liable, if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or a director or officer of any other Corporation which he served as such at the request of the Corporation, against liability incurred in connection with such proceeding and against expenses and amounts paid in settlement of such proceeding not exceeding the estimated expenses, including but not limited to attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding, including any appeal thereof. Such indemnification shall be authorized only if such

director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in relation to matters as to which such director may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XVII

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or

on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XVIII

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

ARTICLE XIX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting of all of the directors and all of the stockholders of the

Corporation eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.

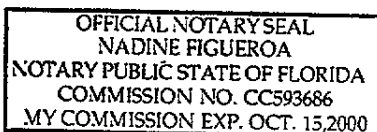
WITNESS my hand and seal this 3rd day of February, 2000.


ALAN F. ALARCON, M.D.

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, in the State and County aforesaid, personally appeared ALAN F. ALARCON, M.D., to me well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation, with his identity verified by personal knowledge/driver's license No. A462-006-48-061-0.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of Feb., 2000.




NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

FILED
00 FEB 11 PM 6:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY SIMULTANEOUSLY
ACCEPTS THE DESIGNATION AND STATES THAT THE UNDERSIGNED IS FAMILIAR
WITH, AND ACCEPTS THE OBLIGATIONS OF THAT POSITION AND AGREES TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 3RD DAY OF February 2000.

Shari McCartney