

Division of Corporations

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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## To:

Division of Corporations

Fax Number : (850)922-4001

## From:

Account Name : WINDERWEEDLE, HAINES, WARD &amp; WOODMAN, P.A.

Account Number : 076077002775

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TALLAHASSEE, FLORIDA

## FLORIDA PROFTT CORPORATION OR P.A.

Seminole Open MRI, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**SEMINOLE OPEN MRI, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

SEMINOLE OPEN MRI, INC.

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;**  
**Initial Registered Office and Agent**

The street address of the initial corporate office and initial registered office of this Corporation is 303 West First Street, Sanford, Florida 32779 and the name of the initial registered agent of this Corporation at that address is Keith W. Freudenberger. The mailing address is 4423 Duffer Loop, Sebring, Florida 33872.

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ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be three (3).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Keith W. Freudenberger	303 West First Street Sanford, FL 32773
A. Robert Massam	303 West First Street Sanford, FL 32773
Dennis Bassetti	303 West First Street Sanford, FL 32773

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

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ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Keith W. Freudenberger	303 West First Street Sanford, FL 32773

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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.

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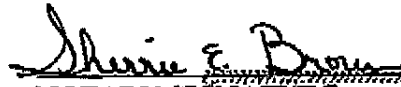
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 day of February, 2000.

  
Keith W. Freudenberger

STATE OF FLORIDA

COUNTY OF <sup>Highlands</sup> ORANGE

The foregoing instrument was acknowledged before me this 18 day of February, 2000, by Keith W. Freudenberger, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
NOTARY SIGNATURE Sherrie E. Brown  
Notary Public, State of Florida  
Commission No. OC 552980  
My Commission Exp. 05/15/2000  
NOTARY NAME - Sherrie E. Brown - Sherrie E. Brown & Son, Inc.  
Notary Public  
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of SEMINOLE OPEN MRI, INC.

  
Keith W. Freudenberger

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