

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

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PLEASE RESPOND: Atlanta Address

Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303  
404 572-6600  
Facsimile 404 572-6999

Sixth Floor  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
202 347-0066  
Facsimile 202 624-7222

November 17, 2000

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation of Mywellscan, Inc.

4000003471684--1  
-11/21/00--01012--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ladies and Gentlemen:

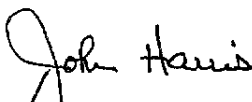
To effect the incorporation of Mywellscan, Inc., we deliver to you herewith the following documents:

1. An original and two conformed copies of the Articles of Incorporation of Mywellscan, Inc. and
2. Our firm's check for \$78.75, in payment of the applicable fees for incorporation and issuing a certified copy.

We respectfully request that you (a) file the Articles of Incorporation and (b) issue a Certificate of Incorporation for Mywellscan, Inc..

Please notify the undersigned at (404) 572-6861 if there are any questions about these documents or if any additional information is required.

Very truly yours,

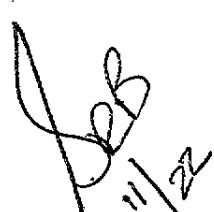


John Harris, Corporate Paralegal  
For Powell, Goldstein, Frazer & Murphy LLP

JH:jh

cc: Tom McNeill, Esq. (w/o enclosures)  
Shawn Martin, Esq. (w/o enclosures)

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D07656.00007



FILED  
00 NOV 20 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MYWELLSCAN, INC.**

**FILED**  
**00 NOV 20 PM 4: 25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "corporation") is Mywellscan, Inc.

**SECOND:** The street address, wherever located, of the principal office of the corporation is 8300 Dunwoody Place, Suite 209, Atlanta, Georgia 30350-3304. The mailing address, wherever located, of the corporation is 8300 Dunwoody Place, Suite 209, Atlanta, Georgia 30350-3304.

**THIRD:** The number of shares that the corporation is authorized to issue is 1,000 (One Thousand), all of which are of a par value of \$ 1.00 dollars each and are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the corporation in the State of Florida is 1737 Arden Way, Jacksonville Beach, Florida 32250.

The name of the initial registered agent of the corporation at the said registered office is Darlyne Crummitt.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Shawn Martin, Esq.	c/o Powell, Goldstein, Frazer & Murphy LLP 191 Peachtree Street, NE, 16 <sup>th</sup> Floor Atlanta, GA 30303

**SIXTH:** No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** The purposes for which the corporation is organized are as follows: To engage in the healthcare diagnostic business and any lawful business for which corporations may be organized under the Florida Business Corporation Act.

**EIGHTH:** The duration of the corporation shall be perpetual.

**NINTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

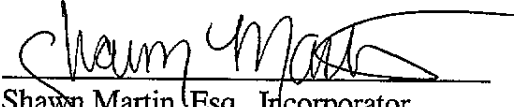
**TENTH:** The name and address of the initial Board of Directors are:

Robert D. Carl, III

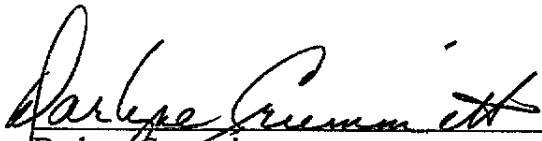
8300 Dunwoody Place, Suite 209  
Atlanta, Georgia 30350-3304

**ELEVENTH:** The corporate existence of the corporation shall begin on the date of filing this document.

Signed on November 16, 2000

  
Shawn Martin, Esq., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By:   
Darlyne Crummitt

Date: November 16, 2000

FILED  
00 NOV 20 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA