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PD000009122

January 18, 2001

SECRETARY OF STATE
ATTENTION: DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314
(850) 488-9000

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*****87.50 *****87.50

RE: NU WAVE IMAGING, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$87.50, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

Marjorie K. Harris

Marjorie K. Harris, Legal Assistant to:
Monica L. Cothran, Esq.

/mkh

Enclosures: As stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

NU WAVE IMAGING, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **NU WAVE IMAGING, INC.**

ARTICLE TWO
Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE
Purpose or Purposes

The general purposes for which the corporation is organized are:

1. Imaging.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
Capitalization
Capital Stock

The total number of shares of Capital Stock which the corporation shall have the authority to issue is as follows:

- (A) One thousand (1000) Shares of voting Common Stock having a par value of One hundred Dollars (\$5.00) per Share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dividends. Holders of Common Stock will be entitled to receive dividends on an annual basis upon a decision by the Board of Directors to issue dividends.

ARTICLE FIVE

Registered Office and Agent

The street address of the initial registered office of the corporation is **3612 River Road, Vernon, Florida, 32462**, and the name of its initial Registered Agent at such address is **richard D. Padgett**. The principal place of business is the same as the registered office.

ARTICLE SIX

Directors

The number of directors constituting the initial board of directors of the corporation is 1. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Richard D. Padgett	3612 River Road Vernon, Florida 32462

ARTICLE SEVEN

Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard D. Padgett	3612 River Road Vernon, Florida 32462

ARTICLE EIGHT

Cumulative Voting

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors and that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE NINE
Non-resident Directors

Directors need not be residents of this state or shareholders unless required under the Bylaws.

ARTICLE TEN
Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation withing thirty (30) days of receipt of notice from the corporation.

ARTICLE ELEVEN
Director Conflict of Interest

1. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, form, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:
 - a. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or.
 - b. If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders; or
 - c. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the Shareholders.

- d. Common or interested directors may be counted in determining the presence of a quorum at a meeting of Board of Directors or of a committee which approves such contract or transaction.

ARTICLE TWELVE

Meeting by Conference Telephone

Members of the Board of Directors may participate in Special or Regular meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE THIRTEEN

Indemnification

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE FOURTEEN

Amendment of Articles/Bylaws

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a fifty one percent (51%) vote. The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Directors by a fifty one percent (51%) vote.

ARTICLE FIFTEEN

Shareholder Quorum Voting

Only fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE SIXTEEN

Voting Lists

The officer or agent having charge of the stock transfer books for shares of a corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of

the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

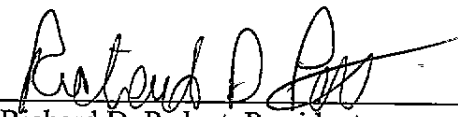
ARTICLE SEVENTEEN Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed with or without cause, by a vote of the holders of seventy five percent (75%) of the shares then entitled to vote at an election of directors.

ARTICLE EIGHTEEN Information Action of Directors and Shareholders

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

Executed by the undersigned on this 9 day of January, 2000.

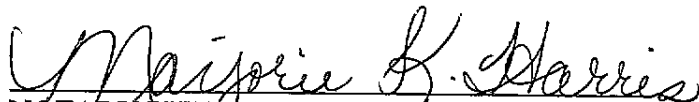

Richard D. Padget, President Registered Agent/Incorporator

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this day of 9th January, 2000, personally appeared William H. Williams, Jr., to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC



Marjorie K. Harris
MY COMMISSION # CC888221 EXPIRES
July 31, 2001
BONDED THRU TROY FARM INSURANCE, INC.