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ELITE DIAGNOSTIC IMAGING, INC.

501 Lincoln Ave., South, Suite 25

Clearwater, FL 33756

Phone: (727) 443-6007

Fax: (727) 443-6164

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: ELITE DIAGNOSTIC IMAGING, INC.

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-06/11/01--01039--012

*****70.00 *****70.00

Enclosed is an original and one copy of the articles of incorporation and a check for \$70.00.

From:

Inita Bedi

Inita K. Bedi
Registered Agent
501 Lincoln Ave., South, Suite 25
Clearwater, FL 33756
Phone: (727) 443-6007
Fax: (727) 443-6164

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
FOR
ELITE DIAGNOSTIC IMAGING, INC.

- FIRST. The name of this corporation shall be:
ELITE DIAGNOSTIC IMAGING, INC.
- SECOND. The principal place of business and mailing address of the corporation will be:
501 Lincoln Ave., South, Suite 25
Clearwater, FL 33756
- THIRD. The purpose or purposes for the corporation shall be:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

Shares Authorized. The aggregate number of shares of stock which this corporation shall have authority to issue shall be one hundred thousand (100,000) shares of common stock (each with par value of \$.0001). There will be no authorized preferred stock at this time. Amendments may be made to provide preferred stock as deemed necessary by the Board of Directors from time to time.

1. Preferred Stock. Shares of preferred stock may be issued from time to time, in one or more series, with such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed herein or in any amendment to the certificate of incorporation of the corporation or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series.

Except as limited elsewhere in this Article Fourth, the rights, preferences and privileges of the shares in any series shall be determined by the Board of Directors who shall have the power to decide on the following terms:

- (a) whether the shares of preferred stock shall be participating;
- (b) the dividend rate or rates, if any, on the shares of preferred stock and the relation which dividends of preferred stock shall bear to the dividends payable on any other class or classes or of any other series of any class or classes of capital stock of the corporation;
- (c) the terms and conditions upon which and the periods in respect to which any such dividends shall be payable;
- (d) whether and upon what conditions any dividends of preferred stock shall be cumulative, and if cumulative, the date or dates from which dividends shall accumulate;
- (e) whether the shares shall be limited in dividends, if any or whether they shall participate in dividends over and above the dividend rate, if any, provided for the shares;.

- (f) whether any such dividends shall be payable in cash, in shares of such series, in shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, or in other property, or in more than one of the foregoing;
- (g) whether the shares of preferred stock shall be redeemable or callable, the limitations and restrictions with respect to such redemption or call, the time or times of redemption, and the price or prices (which may be greater than par value) at which and the manner in which shares shall be redeemable or callable, including the manner of selecting shares for redemption if less than all shares are to be redeemed or called;
- (h) whether the shares of preferred stock shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions the purchase, retirement or sinking fund shall be cumulative or non-cumulative, and the extent to which and the manner in which the fund shall be applied to the purchase or redemption of the shares for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;
- (i) the terms on which preferred stock shall be convertible into or exchangeable for shares of any other class or classes of capital stock of the corporation, and the price or prices of the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;
- (j) the extent to which holders of preferred stock shall be entitled to vote generally with respect to matters relating to the corporation and the matters on which the holders of preferred stock shall be entitled to vote as a class;
- (k) the preferences in respect to the assets of the corporation upon liquidation or winding up of the corporation including the amount (which may be greater than par value) payable to holders of preferred stock before any amount is payable to holders of common stock;
- (l) any other preferences, privileges and powers, and relative, participating, optional or other special rights and qualifications of or limitations or restrictions which the Board of Directors may deem advisable, provided they are not inconsistent with the provisions of these Articles of Incorporation.

All shares of preferred stock shall be of equal rank, and shall be identical in all respects except in respect of the particulars that may be fixed by the Board of Directors as herein above provided. All shares of each series shall be identical in all respects.

2. Common Stock.

- (a) Voting. Each share of Common Stock shall be entitled to one vote per share on all matters voted on by shareholders.
- (b) Dividends. Whenever cash dividends upon the preferred stock at the time outstanding, to the extent of the preference to which such stock is entitled, shall have been paid in full for all past dividend periods or declared and set apart for payment, such dividends, payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors, and paid from time to time to the holders of common stock out of the remaining net profit or surplus of the corporation.
- (c) Liquidation. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the preferred stock of the full amounts to which they shall be entitled, as provided by the Board of Directors in the resolution or resolutions by which it authorized the issuance of such stock, shall be divided and distributed among the holders of the common stock according to their respective shares.

The Board of Directors of the corporation may issue any or all of the aforesaid authorized shares of the corporation from time to time for such consideration as it shall determine and may determine from time to time the amount of such consideration, if any to be credited to paid-in surplus.

FIFTH. The name and mailing address of the incorporator is as follows:

Inita K. Bedi
501 Lincoln Ave., South, Suite 25
Clearwater, FL 33756

SIXTH. The name and mailing address of the registered agent is as follows:

Inita K. Bedi
501 Lincoln Ave., South, Suite 25
Clearwater, FL 33756

SEVENTH. The name and addresses of the Board of Directors and initial officers are as follows:

Abner M. Landry, M.D., FACP
Medical Director/ Chief Radiologist
106 Harbor View Lane
Largo, FL 33770

Inita K. Bedi
Director of Marketing
501 Lincoln Ave., South, Suite 25
Clearwater, FL 33756

Neil S. Bedi
Director of Business Development
501 Lincoln Ave., South, Suite 25
Clearwater, FL 33756

EIGHTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, the undersigned being the incorporator and registered agent hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this 6th day of June, 2001.

Inita Bedi
Inita K. Bedi
Registered Agent/ Incorporator

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TALLAHASSEE FLORIDA