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October 3, 2001

VIA UPS OVERNIGHT DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

L. JAMES DICKSON
727-824-6117

Internet Address:
jdickson@hklaw.com

RE: ARTICLES OF INCORPORATION
HEARTLAND DIAGNOSTIC IMAGING CENTER, P.A.

Dear Madam or Sir:

Enclosed please an original and one (1) copy of the Articles of Incorporation of Heartland Diagnostic Imaging Center, P.A.

Please file these Articles of Incorporation of record, and furnish us with an approval stamped copy of the filed Articles of Incorporation. Also enclosed, is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

HOLLAND & KNIGHT LLP

By: 

L. JAMES DICKSON
Senior Counsel

Enclosures

STP1 #420112 v1

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FILED
OCT -4 PM 12:25
TALLAHASSEE, FLORIDA

08/10/5

**ARTICLES OF INCORPORATION
OF
HEARTLAND DIAGNOSTIC IMAGING CENTER, P.A.**

The undersigned incorporator, being a medical doctor duly licensed and otherwise legally qualified to engage in the practice of medicine within the State of Florida, for the purpose of forming a professional corporation under Chapter 621, FLORIDA STATUTES, the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation pursuant to Chapter 607, FLORIDA STATUTES, the Florida Business Corporation Act:

**Article 1
Name**

The name of this corporation is:

HEARTLAND DIAGNOSTIC IMAGING CENTER, P.A.

**Article 2
Effective Date and Duration**

This corporation shall exist perpetually commencing as of the date of the filing of these Articles of Incorporation of record by the Florida Department of State.

**Article 3
Purposes**

This corporation is organized for pecuniary profit for the sole and specific purpose of engaging in the practice of medicine and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any lawful activity or business permitted to be engaged in by a professional corporation under Florida law.

**Article 4
Capital Stock**

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE CENT (1¢).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 6801 US Highway 27 N, Sebring, Florida 33870. The name of the initial registered agent of this corporation at that address is D M UPADHYAYA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 6
Principal Office

The principal office of this corporation is:

6801 US Highway 27 N
Sebring, Florida 33870

Article 7
Mailing Address

The mailing address of this corporation is:

6801 US Highway 27 N
Sebring, Florida 33870

Article 8
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be three (3) directors. The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The name and address of the initial directors comprising the first Board of Directors of this corporation are:

D M UPADHYAYA
6801 US Highway 27 N
Sebring, Florida 33870

GEORGE W. IBRAHIM, M.D., P.A.
6721 US Highway 27 S
Sebring, Florida 33870

Periakaruppa Chockalingam
3591 S Highlands Avenue
Sebring, Florida 33870

Article 9
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator is:

D M UPADHYAYA
6801 US Highway 27 N
Sebring, Florida 33870

Article 10
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 11
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 - 2 2001.


D M UPADHYAYA
Incorporator

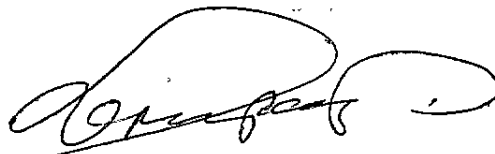
HEARTLAND DIAGNOSTIC IMAGING CENTER, P.A.

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for HEARTLAND DIAGNOSTIC IMAGING CENTER, P.A., at the place designated in the foregoing 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.

Dated: 10-02, 2001.



D M UPADHYAYA
Registered Agent

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