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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : BROAD AND CASSEL - MIAMI  
Account Number : I19990000191  
Phone : (305) 373-9400  
Fax Number : (305) 373-9443

*Attn: Cristina*

**FLORIDA PROFIT CORPORATION OR P.A.**

**Miami Beach Open Imaging Holdings, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI BEACH OPEN IMAGING HOLDINGS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name and initial address of this Corporation shall be: Miami Beach Open Imaging Holdings, Inc., c/o Allen S. Levi, CPA, 20590 West Dixie Highway, North Miami Beach, Florida 33180, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE II.**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III.**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Two Thousand (2,000), consisting of Six Hundred (600) shares of Common Stock with a par value of One Cent (\$.01) per share ("Class A Common Stock"), and One Thousand Four Hundred (1,400) shares of Common Stock with a par value of One Cent (\$.01) per share ("Class B Common Stock") (Class A Common Stock and Class B Common Stock being hereinafter referred to collectively as "Common Stock").

Except as otherwise provided herein, all of the shares of Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

1. Voting.

1.1 Class A Common Stock. The holders of the Class A Common Stock are entitled to a two and one-third vote for each one share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

1.2 Class B Common Stock. The holders of the Class B Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

Fax Audit Number: H02000087681 1

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The consideration for all of the said Common Stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

#### ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation on April 17, 2002, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V.

The initial registered office of this Corporation is c/o B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131. The initial registered agent at that address is B & C Corporate Services, Inc.

#### ARTICLE VI.

The Corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Reuven Porges, M.D.	c/o Allen S. Levi, CPA 20590 West Dixie Highway North Miami Beach, Florida 33180
Michael Hoffman	c/o Allen S. Levi, CPA 20590 West Dixie Highway North Miami Beach, Florida 33180

#### ARTICLE VII.

The name and address of the incorporator is: Robin Carney, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17 day of April, 2002.

  
Robin Carney, Incorporator

Fax Audit Number: H02000087681 1

Fax Audit Number: H02000087681 1

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

**FIRST** - Miami Beach Open Imaging Holdings, Inc., desiring to organize under the laws of the State of Florida, has designated c/o B & C Corporate Services, Inc., as the place of business for the service of process within this state.

**SECOND** - That the above corporation has named B & C Corporate Services, Inc. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 17<sup>th</sup> day of April, 2002.

B & C Corporate Services, Inc.

By: 

Cristina Armas, Vice President

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