

P02000041782

Florida Department of State
Division of Corporations
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Attn: Karen Gibson

From: Account Name : JOHNSTON & SASSER, P.A.
Account Number : I19990000207
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SUNCOAST IMAGING PARTNERS, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
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June 17, 2002

SUNCOAST IMAGING PARTNERS, P.A.
10461 QUALITY DRIVE
SPRING HILL, FL 34609

SUBJECT: SUNCOAST IMAGING PARTNERS, P.A.
REF: P02000041782

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

THE FIRST PAGE SHOULD BE THE CERTIFICATE TO AMENDED AND RESTATED ARTICLES. THE REST OF THE DOCUMENT WOULD BE AMENDED AND RESTATED ARTICLES.

ON THE BOTTOM OF THE PAGE WITH 'ARTICLE X', PLEASE CORRECT THE FAX AUDIT #.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Corporate Specialist


FAX Aud. #: E02000139573
Letter Number: 202A00039301

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CERTIFICATE TO AMENDED
AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNCOAST IMAGING PARTNERS, P.A.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of Incorporation:

- FIRST: Amendment adopted: Entire restatement of Articles of Incorporation as attached.
- SECOND: The date of the amendment's adoption was June 17, 2002.
- THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.


Paul Velt, Sole Director

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNCOAST IMAGING PARTNERS, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these Articles of Incorporation to form a corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, and other laws of the state of Florida.

ARTICLE I - NAME

The name of the Corporation is SUNCOAST IMAGING PARTNERS, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 10461 Quality Drive, Spring Hill, FL 34609.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine, but will specialize in radiology. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
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ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be ten thousand (10,000) shares of common stock having no par value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Paul Velt, M.D. and the street address is 10461 Quality Drive, Spring Hill, FL 34609. The principal office and mailing address of this corporation is 10461 Quality Drive, Spring Hill, FL 34609.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name(s) and addresses of the member(s) of the first board of director is:

Name	Address
Paul Velt, M.D.	3959 Van Dyke Road, Suite #188, Lutz, FL 33558

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
Paul Velt, M.D.	3959 Van Dyke Road, Suite #188, Lutz, FL 33558

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ARTICLE IX. RESTRAINT OF ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws and/or shareholder agreement adopted by the shareholders.

ARTICLE X. AMENDMENT

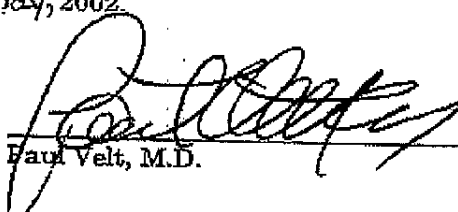
The corporation reserves the right to amend or repeal any provisions of the incorporation in the manner provided by law. Any right conferred on the shareholders is

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subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation on this 15 day of May, 2002.


Paul Velt, M.D.

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Paul Velt, who is personally known to me or who produced self as identification, and who did not take an oath, this 15 day of May, 2002.


Notary Public

(Stamp, type, or print name and date commission expires along with commission number below or to the left)

*Expires
March 7, 2003*

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is SUNCOAST IMAGING PARTNERS, P.A.

Prepared by:

Darryl W. Johnston, Esquire

Florida Bar No. 768286

Johnston & Sasser, P. A.

P. O. Box 997

Brooksville, FL 34605-0997

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2. The name and address of the registered agent and office is:

Paul Velt, M.D.

10461 Quality Drive, Spring Hill, FL 34609

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


Paul Velt

5/15/02

Date

Prepared by:

Darryl W. Johnston, Esquire

Florida Bar No. 768286

Johnston & Sasser, P. A.

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