

PO20000081726

LAW OFFICES OF
BARRY A. BOBEK
PROFESSIONAL ASSOCIATION

TRIAL PRACTICE
PERSONAL INJURY
REAL PROPERTY
FAMILY LAW

July 25, 2002

503 EAST MONROE STREET
JACKSONVILLE, FLORIDA 32202
(904) 632-2010
FAX (904) 353-2756

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-07/26/02--01035--007
****122.50 *****78.75

Re: BenRay Medical Consultants, Inc.

To whom this may concern:

Enclosed please find articles of incorporation, in duplicate, for the above-captioned corporation, together with our trust account check in the sum of \$122.50 for filing of same. Please return a certified copy of the articles of incorporation to the above address. Thank you for your attention in this matter.

Very truly yours,

Jane Wittwer

Jane A. Wittwer, secretary to
Barry A. Bobek

/jaw
enclosures

FILED
02 JUL 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/25/02

ARTICLES OF INCORPORATION

OF

BENRAY MEDICAL CONSULTANTS, INC.

FILED
02 JUL 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute, and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be BenRay Medical Consultants, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

ARTICLE III - DURATION

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INCORPORATOR

The name and address of the person signing these articles is John M. McGuire, 14176 Pine Island Drive, Jacksonville, Florida 32224.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite his or her name:

John M. McGuire and Tammy J. McGuire, his wife
as tenants in the entireties

one hundred (100) shares

Shares held by the initial shareholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders this corporation.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE IX - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 14176 Pine Island Drive, Jacksonville, Florida 32224, and the initial registered office of this corporation is 14176 Pine Island Drive, Jacksonville, Florida 32224, and the name of the initial registered agent of this corporation at this address is Tammy J. McGuire.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one nor more than three. The name and address of the initial directors of this corporation is:

John M. McGuire, 14176 Pine Island Drive, Jacksonville, Florida 32224

ARTICLE XI - OFFICERS

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

John M. McGuire, President/Treasurer
14176 Pine Island Drive
Jacksonville, Florida 32224

Tammy J. McGuire, Vice President/Secretary
14176 Pine Island Drive
Jacksonville, Florida 32224

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person by any owner or co-owner of the shares shall constitute a quorum at a meeting of shareholders.

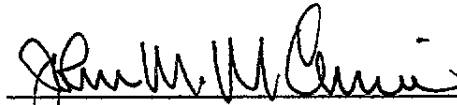
ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

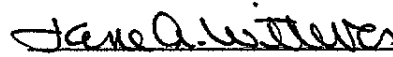
IN WITNESS WHEREOF, the undersigned subscribers have executed this 25th day of July, 2002.

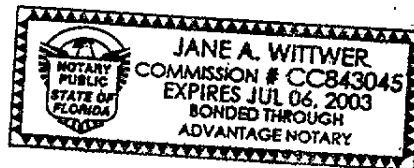

John M. McGuire

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared John M. McGuire, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal, this 25th day of July, 2002, at Jacksonville, State and County aforesaid.


Notary Public, State of Florida at Large
My commission expires:



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

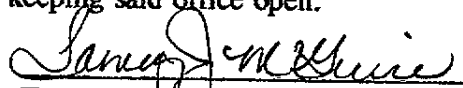
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that BenRay Medical Consultants, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Tammy J. McGuire, located at 14176 Pine Island Drive, Jacksonville, Florida 32224, as its agent to accept service of process within this State.


John M. McGuire, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designed in this certificate, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.


Tammy J. McGuire

FILED
02 JUL 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA