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DEAN MEAD ORLANDO

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Clermont Diagnostic Imaging Center, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
CLERMONT DIAGNOSTIC IMAGING CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **Clermont Diagnostic Imaging Center, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 306 Avenue C, NE, Winter Haven, Florida 33881.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any time is 20,000 shares, consisting of 10,000 shares of Class A Voting Common Stock and 10,000 shares of Class B Non-Voting Common Stock, each having a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and the special or relative rights, in respect of the shares of each class of common stock, are as follows:

1. Each share of common stock, both Class A Voting Common Stock and Class B Non-Voting Common Stock, shall receive equal dividends if and when declared.
2. In the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of the Corporation shall be paid to and distributed pro rata among the holders of both the Class A Voting Common Stock and the Class B Non-Voting Common Stock in proportion to the number of shares held by the holders of such shares and without distinction between the Class A Voting Common Stock and the Class B Non-Voting Common Stock.
3. Each holder of Class A Voting Common Stock of this Corporation shall be entitled to one (1) vote for each and every share of Class A Voting Common Stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class B Non-Voting Common Stock shall be entitled to cast any vote on account of ownership of any Class B Non-Voting Common Stock.
4. Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions with respect to shares of Class B Non-Voting Common Stock shall be identical to those of the shares of Class A Voting Common Stock."

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TALLAHASSEE, FLORIDA

**ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 306 Avenue C, NE, Winter Haven, Florida 33881. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JOSEPH R. MARSHALL. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Joseph R. Marshall	306 Avenue C, NE, Suite 2 Winter Haven, Florida 33881

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Haven, Florida, this 22nd day of August, 2002.


Joseph R. Marshall, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Joseph R. Marshall, Registered Agent

Date: August 22, 2002