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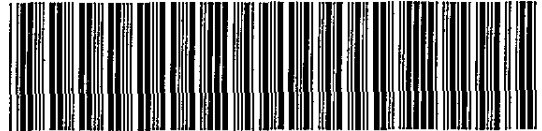
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 DEC 28 AM 8:22

Amend.

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EDDY & ROTHBURD, P.A.

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY
CRAIG E. ROTHBURD

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December 22, 2005

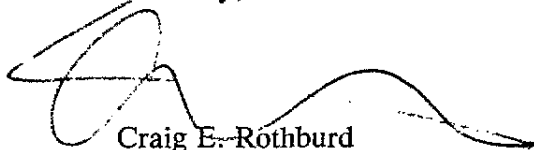
SECRETARY OF STATE
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Advantage Open MRI, Inc.
File No.: 5105

Dear Clerk:

Please find enclosed the Articles of Amendment to the Articles of Incorporation of Advantage Open MRI, Inc. and the Written Statement Manifesting Director and Shareholder Approval of Amendments to the Articles of Incorporation of Advantage Open MRI, Inc. for filing with your office together with this firm's check in the amount of \$35.00. Please return a date-stamped copy of the filed Articles of Amendment to the Articles of Incorporation of Advantage Open MRI, Inc. to our office. I have enclosed a copy of said document, along with a self-addressed stamped envelope for your convenience. If you have any questions, please do not hesitate to contact me at our office. Thank you in advance for your anticipated cooperation.

Sincerely,



Craig E. Rothburd

CER/jo
Enclosure(s)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ADVANTAGE OPEN MRI, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 DEC 28 AM 8:22

WHEREAS, the Articles of Incorporation of Advantage Open MRI, Inc. were filed with and approved by the Secretary of State of Florida on the 8th day of March, 2004; and

WHEREAS, it is the intention of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, that the Articles of Incorporation be amended in accordance with the proposed amendments hereinafter set forth; and

WHEREAS, the proposed amendments to the Articles of Incorporation hereinafter set forth were approved by consent of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation, entitled to vote, said majority being sufficient for approval, pursuant to the provisions of Sections 607.0821 and Section 607.0704, by a Written Statement Manifesting Director and Stockholder Approval of Amendments to the Articles of Incorporation dated on the 29th day of NOVEMBER, 2005, and there are no other voting groups entitled to vote on the amendments;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendments hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article IV and by substituting therefor the following:

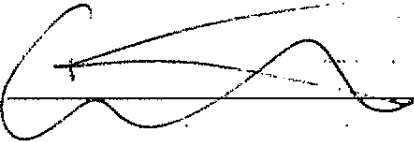
ARTICLE IV

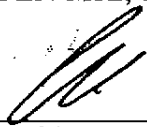
The amount of capital stock of the corporation shall be Three Thousand (3,000) Shares of common stock with a par value of One Dollar (\$1.00).

IN WITNESS WHEREOF, these Amendments to Articles of Incorporation are hereby
executed on behalf of the Corporation by its President and Secretary this 29th day of NOVEMBER
2005.

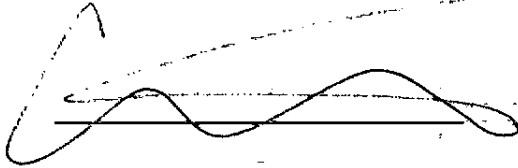
WITNESSES

ADVANTAGE OPEN MRI, INC.





GARY SMITH, President





GARY SMITH, Secretary

**WRITTEN STATEMENT MANIFESTING DIRECTOR AND STOCKHOLDER
APPROVAL OF AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF ADVANTAGE OPEN MRI, INC.**

We the undersigned, being a majority of the directors and a majority of the shareholders of Advantage Open MRI, Inc., whose Articles of Incorporation were filed with and approved by the Secretary of State of Florida on the 8th day of March, 2004, hereby manifest our intention that the Articles of Incorporation of Advantage Open MRI, Inc., be amended pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statutes, by deleting in its entirety the present Article IV and by substituting therefor the following: -----

ARTICLE IV

The amount of capital stock of the corporation shall be Three Thousand (3,000) Shares of common stock with a par value of One Dollar (\$1.00).


IN WITNESS WHEREOF, we have executed this written statement this 29th day of NOVEMBER, 2005.

DIRECTORS



GARY SMITH

STOCKHOLDERS



GARY SMITH

NO. OF SHARES
COMMON STOCK

551



MICHAEL BIGLEY

150



WILLIAM BESSELIEU

200



DAVID & DEBRA
EDMONDSON

99