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To:

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

From:

Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407)843-8880
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FLORIDA PROFIT CORPORATION OR P.A.

The Medical Imaging Professionals, P.A.

D. WHITE AUG 17 2004

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE MEDICAL IMAGING PROFESSIONALS, P.A.**
2004 AUG 17 P 2: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a Corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THE MEDICAL IMAGING PROFESSIONALS,
P.A.

ARTICLE II - ADDRESS

The mailing address of the corporation is Post Office Box 295, Tavares, Florida 32778.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

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D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this corporation at that address shall be:

Richard M. Robinson, Esquire

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ARTICLE VII - SHAREHOLDERS

A. Special meetings of the Shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than fifty percent (50%) of all the shares entitled to vote at the meeting.

B. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, at least sixty six and two-thirds percent (66 2/3%) of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, when a specified item of business is required to be voted on by a class or series of stock, at least sixty six and two-thirds percent (66 2/3%) of all shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of more than fifty percent (50%) of all shares entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

C. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders.

ARTICLE VIII - BOARD OF DIRECTORS

A. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Each shareholder shall be eligible to serve as a director. Directors shall be elected by a vote of at least seventy percent (70%) of all shares entitled to vote.

B. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled by a vote of at least seventy percent (70%) of all shares entitled to vote at the next annual meeting of shareholders or at a special meeting of shareholders called for the purpose of filling such vacancies.

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

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ARTICLE X - BYLAWS

The shareholders of this corporation by the affirmative vote of at least seventy percent (70%) of all shares entitled to vote shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

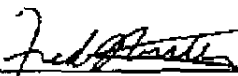
B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a Shareholders' Agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended only by the affirmative vote of at least seventy percent (70%) of all shares entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17 day of August, 2004.

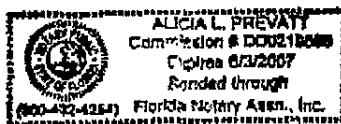

Fred S. Wittenstein, M.D., Incorporator

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STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 17 day of August,
2004, by Fred S. Wittenstein, M.D.



AFFIX NOTARY STAMP

Alicia L. Prevatt
Signature of Notary Public

Alicia L. Prevatt
(Print Notary Name)
My Commission Expires: 6/3/07
Commission No.: DD0218066
☒ Personally known, or
☐ Produced Identification
Type of Identification Produced:

AUG-17-2004 11:00

GRAY ROBINSON

407 4186529 P.07/07

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE MEDICAL IMAGING PROFESSIONALS, P.A., I hereby accept and agree to act in this capacity.



Richard M. Robinson, Esquire

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TALLAHASSEE, FLORIDA