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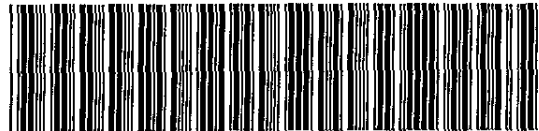
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EDDY & ROTHBURD, P.A.

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY
CRAIG E. ROTHBURD

Telephone: (813) 251-8800
Telecopier: (813) 251-5042
Sender's e-mail: crothburd@e-law.com

July 27, 2005

Secretary of State
Attn: Division of Corporations
R.A. Gray Building
500 South Bronough
Tallahassee, FL 32399-0250

**Re: Articles of Incorporation of Women's Imaging Centers
of Tampa Bay, Inc.
File No. 5316**

Dear Clerk:

Please find enclosed Articles of Incorporation of Women's Imaging Centers of Tampa Bay, Inc. and the required filing fee of \$70.00. Please return proof of filing of the Articles of Incorporation in the envelope provided. Thank you in advance for your anticipated cooperation.

Sincerely,

EDDY & ROTHBURD, P.A.

Craig E. Rothburd

CER/jo
Enclosure(s)

05 JUL 29 AM 9:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WOMEN'S IMAGING CENTERS OF TAMPA BAY, INC.**

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Section 607.0202, Florida Statutes.

I.

The Name of the corporation shall be:

WOMEN'S IMAGING CENTERS OF TAMPA BAY, INC.

II.

The principal office of the corporation and the mailing business address of the corporation shall be:

1200 South Pinellas Avenue
Tarpon Springs, Florida 34689

III.

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: to engage in the business of medical diagnostic imaging, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

IV.

The amount of the capital stock of the corporation shall be One Thousand (1,000) Shares of common stock with a par value of \$1.00 per share.

V.

The amount of capital with which the corporation will begin business will be no less than Five Hundred and No/100 (\$500.00) Dollars.

FILED
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
05 JUN 20 AM 9:05

VI.

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

VII.

The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of the stockholders are as follows:

NAME:	ADDRESS:
Gary Smith	1200 South Pinellas Avenue Tarpon Springs, Florida 34689

VIII.

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IX.

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

NAME:	ADDRESS:
Gary Smith President/Secretary/ Treasurer	1200 South Pinellas Avenue Tarpon Springs, Florida 34689

X.

The names and post office addresses of each subscriber/incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

NAME:	ADDRESS:	NUMBER OF SHARES:
Gary Smith	1200 So. Pinellas Ave. Tarpon Springs, FL 34689	One Thousand Shares (1,000)

XI.

The duration of the corporation is to be perpetual.

XII.

The street address corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Initial Registered Agent:

Street Address:

Craig E. Rothburd, Esquire

808 W. De Leon Street
Tampa, FL 33606-2722

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation for WOMEN'S IMAGING CENTERS OF TAMPA BAY, INC., this 22 day of July, 2005.



GARY SMITH, INCORPORATOR

**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 Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that WOMEN'S IMAGING CENTERS OF TAMPA BAY, 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 Tampa, County of Hillsborough, State of Florida has named Craig E. Rothburd, Esquire, 808 W. De Leon Street, Tampa, Florida, 33606-2722, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process with this state.

**ACKNOWLEDGMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO SECTION 607.0505, FLORIDA STATUTES**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607, Florida Statutes relative to keeping open said office.


Craig E. Rothburd

05 JUL 29 AM 9:05
VISION
TAMPA
FLORIDA