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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Nassau Medical Imaging, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NASSAU MEDICAL IMAGING, P.A.**

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I - NAME

The name of the corporation is Nassau Medical Imaging, P.A. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office of the Corporation is 1250 South 18th Street, Fernandina Beach, Florida 32034.

ARTICLE III - PURPOSE

The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.

The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 and the name of its initial registered agent at such address is Robert H. Pritchard.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two and the names and addresses of such persons who are to serve as members thereof are:

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| NAME | ADDRESS |
|-----------------|---|
| Harris A. Freed | 1250 South 18 th Street Fernandina Beach, Florida 32034 |
| Randy A. Sag | 1250 South 18 th Street Fernandina Beach, Florida 32034 |

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator are Robert H. Prichard, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of January, 2006.


Robert H. Prichard, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Nassau Medical Imaging, P.A.
2. The name and address of the registered agent and office are Robert H. Pritchard, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Robert H. Pritchard, Registered Agent

Date: January 6th, 2006

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