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P.01  
Page 1 of 1

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Florida Department of State  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**REGIONAL IMAGING, P.A.**

Certificate of Status	1
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DIVISION OF CORPORATIONS

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**AMENDMENT TO  
AND  
RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
REGIONAL IMAGING, P.A.**

Pursuant to the Florida Business Corporation Act Chapter 607, Florida Statutes and Professional Service Corporation and Limited Liability Company Act Chapter 621, Florida Statutes, the Articles of Incorporation of Regional Imaging, P.A., a Florida profit corporation filed with the Secretary of State of Florida on February 17, 2006 under Document No. P06000024778, are hereby completely amended and restated effective April 26, 2006, as follows:

**ARTICLE I - NAME:**

The name of this corporation is REGIONAL IMAGING, P.A. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE:**

The principal office and street address of the Corporation is 1675 East Main St., Box 328, Kent, Ohio 44240

The principal mailing address of the Corporation is 1714 Boardman Poland Road, Suite Poland, Ohio 44514.

**ARTICLE III - GENERAL PURPOSE:**

The Corporation is organized for the following purposes:

- (a) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment;
- (b) To promote medical, surgical, and scientific research and knowledge; to furnish, laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional medical services.
- (c) To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of who is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

**ARTICLE IV - CAPITAL STOCK:**

The Corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated common shares with a par value of One Dollar (\$1.00). The directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

**ARTICLE V - INITIAL BOARD OF DIRECTORS:**

- A. The Corporation shall have one (1) directors initially.
- B. The number of directors of the Corporation may be increased or decreased from time to time pursuant to bylaws adopted by the shareholders, but shall never be less than one (1).

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- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

**ALBERT J. COOK**                      1714 Boardman Poland Rd., Suite 9  
Poland, Ohio 44514

**ARTICLE VI - OFFICERS:**

The names and addresses of the initial officers of the Corporation are:

President/Secretary/Treasurer      ALBERT J. COOK  
1714 Boardman Poland Rd., Suite 9  
Poland, Ohio 44514

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:**

The name and street address of the initial registered agent of the Corporation is:

Dudley Q. Sharp, Jr. 369 N. New York Ave.,  
Winter Park, Florida 32789

**ARTICLE VII - INCORPORATOR:**

The name and address of the Incorporator of the Corporation is:

Dudley Q. Sharp, Jr. 369 N. New York Ave.,  
Winter Park, Florida 32789

**ARTICLE IX - BY-LAWS:**

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE X - DURATION:**

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE XI - INDEMNIFICATION:**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act and Professional Service Corporation and Limited Liability Company Act.

**ARTICLE XII - AMENDMENT:**

This Amendment to and Restatement of Articles of Incorporation was adopted by the unanimous vote of the Directors and no Shareholder approval was required. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amendment to and Restatement of Articles of Incorporation this 18th day of April, 2006.

((H06000119282 3)))

INCORPORATOR:

  
Dudley Q. Sharp, Jr.

**ACCEPTANCE OF REGISTERED AGENT:**

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:

  
Dudley Q. Sharp, Jr.