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Division of Corporations

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MERGER OR SHARE EXCHANGE

Altamonte Springs Diagnostic Imaging, Inc.

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ARTICLES OF MERGER/SHARE EXCHANGE
OF
ALTAMONTE SPRINGS IMAGING, L.C.,
a Florida limited liability company
INTO
ALTAMONTE SPRINGS DIAGNOSTIC IMAGING, INC.,
a Florida corporation

199-2273
807-114685

ARTICLES OF MERGER between ALTAMONTE SPRINGS IMAGING, L.C., a Florida limited liability company ("ASI") and ALTAMONTE SPRINGS DIAGNOSTIC IMAGING, INC., a Florida corporation ("ASDI").

Under §607.1109 of the Florida Business Corporation Act (the "Act"), ASI and ASDI adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated Nov 9, 2007 ("Plan of Merger"), between ASI and ASDI was approved and adopted by the members of ASI on Nov 9, 2007 and was adopted by the shareholders of ASDI on Nov 9, 2007.
2. Under the Plan of Merger, all issued and outstanding membership units of ASI will be acquired by means of a merger of ASI into ASDI with ASDI the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1109(1)(f) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

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IN WITNESS WHEREOF, the parties have set their hands on Nov 9, 2007

WITNESSES:

Carl A. Kernal

Print Name: CARL A. KERNAL

Mitchell Farnham

Print Name: MITCHELL FARNHAM

ALTAMONTE SPRINGS DIAGNOSTIC
IMAGING, INC., a Florida corporation

By: [Signature]


FONALD LANDAU, PRESIDENT

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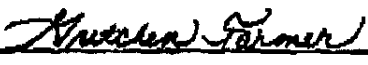
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Print Name: CORT A. NEIMARK

ALTAMONTE SPRINGS IMAGING, L.C., a
Florida limited liability company

By: 
RONALD LANDAU, MANAGER


Print Name: GRETCHEN FARMER

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PLAN OF MERGER

Merger between ALTAMONTE SPRINGS DIAGNOSTIC IMAGING, INC. (the "Surviving Corporation") and ALTAMONTE SPRINGS IMAGING, L.C., (the "Disappearing Company") (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act and §§608.438 et seq. of the Florida Limited Liability Company Act (the "Acts").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Entities.** On the Effective Date, each membership unit of Disappearing Company's membership units that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. **Satisfaction of Rights of Disappearing Company's Members.** All shares of Surviving Corp.'s stock into which shares of Disappearing Company's units shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Company shall cease, and Surviving Corporation shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in the Acts.

5. **Supplemental Action.** If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

6. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Company and Surviving Corporation shall cause their respective Presidents and Managers to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall

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become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with the Acts, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders/members of which are, entitled to the benefit thereof by action taken by the Board of Directors/Managers of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders/members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the Acts.

IN WITNESS WHEREOF, the undersign acknowledge the terms and conditions of the Plan of Merger.

WITNESSES:

Surviving Corporation

ALTAMONTE SPRINGS DIAGNOSTIC
IMAGING, INC.

Chen
Aracelis Garner

By: [Signature]
ROBERTO LANDAU, PRESIDENT

Disappearing Company

ALTAMONTE SPRINGS IMAGING, L.C.

Chen
Aracelis Garner

By: [Signature]
ROBERTO LANDAU, MANAGER

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