

To:
Subject

From: Patricia Radlock

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

TIMKEN RADIOLOGY, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TIMKEN RADIOLOGY, P.A.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a professional service corporation in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be: **Timken Radiology, P.A.**

**ARTICLE II
Principal Office and Mailing Address**

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

Principal Office
13137 Lake Butler Blvd.
Windermere, FL 34786

Mailing Address
13137 Lake Butler Blvd.
Windermere, FL 34786

**ARTICLE III
Capital Stock**

The total number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of \$0.01 par value common stock (the "Common Stock").

**ARTICLE IV
Registered Office And Registered Agent**

The initial registered agent and registered office of this corporation shall be as follows:

Name
CorpDirect Agents, Inc.

Address
515 East Park Avenue
Tallahassee, FL 32301

This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

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**ARTICLE V
Board of Directors**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE VI
Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Mark J. Timken	13137 Lake Butler Blvd. Windermere, FL 34786

**ARTICLE VII
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Kalish	401 E. Jackson Street Suite 1700 Tampa, FL 33602

**ARTICLE VIII
Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Professional Service Corporation and Limited Liability Company Act of the State of Florida, and any amendments

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thereto, and, specifically, the practice of radiologic medicine as a professional service corporation under Chapter 621, Florida Statutes. In connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

**ARTICLE IX
Rendition of Professional Services**

The corporation shall render the professional services described in Article VIII only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

**ARTICLE X
Bylaws**


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

**ARTICLE IX
Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

Dated this 26th day of February, 2008.


William Kallish, Incorporator

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TIMKEN RADIOLOGY, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of Timken Radiology, P.A., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 608.415, Florida Statutes.

EXECUTED this 26th day of February, 2008.

CorpDirect Agents, Inc.

By: [Signature]
Print Name: Patricia Tadlock
Print Title: Assistant Secretary

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