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**Apr 29 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P24969

1. Corporation Name
Health Images, Inc.

Principal Place of Business: *5905 Windward Pky, Alpharetta, GA 30202*
Mailing Address: *5905 Windward Parkway, Alpharetta, GA 30202*

3. Date Incorporated or Qualified: *6/29/89*
3a. Date of Last Report: *4/25/96*

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

4. FEI Number: *58-1485619*
Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
*The Prentice-Hall Corporation Sys. Inc.
1201 Hays St.
Suite 105
Tallahassee, FL 32301*

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
85 Zip Code: *FL*

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent's signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	<i>P</i>	<input type="checkbox"/> DELETE
NAME	<i>Carl, Robert D., III</i>	
STREET ADDRESS	<i>5905 Windward Parkway</i>	
CITY-ST-ZIP	<i>Alpharetta, GA 30202</i>	
TITLE	<i>D</i>	<input type="checkbox"/> DELETE
NAME	<i>Raphaelson, Marc MD</i>	
STREET ADDRESS	<i>801 Toll House Ave H-6</i>	
CITY-ST-ZIP	<i>Fredonick, MD 21701</i>	
TITLE	<i>D</i>	<input type="checkbox"/> DELETE
NAME	<i>Greenberg, Jack O.</i>	
STREET ADDRESS	<i>293 Locust St.</i>	
CITY-ST-ZIP	<i>Philadelphia, PA 19106</i>	
TITLE	<i>D</i>	<input type="checkbox"/> DELETE
NAME	<i>Taylor, Robert L.</i>	
STREET ADDRESS	<i>4320 International Blvd.</i>	
CITY-ST-ZIP	<i>Norcross, GA 30093</i>	
TITLE	<i>D</i>	<input type="checkbox"/> DELETE
NAME	<i>Whitasell, William E.</i>	
STREET ADDRESS	<i>590 N. School Lane</i>	
CITY-ST-ZIP	<i>Lancaster, PA 17603</i>	
TITLE	<i>DUP</i>	<input type="checkbox"/> DELETE
NAME	<i>Prescott, Anthony T.</i>	
STREET ADDRESS	<i>5905 Windward Parkway</i>	
CITY-ST-ZIP	<i>Alpharetta, GA 30750</i>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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****165.00*

4/29/97

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if married or on an attachment with an address.

SIGNATURE: *Anthony T. Prescott* 4-27-97 625-2000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

03/31/97

12:19 PM

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HEALTH IMAGES, INC.
DECEMBER, 1996

OFFICERS

ROBERT D. CARL, III	PRESIDENT / CHAIRMAN CHIEF EXECUTIVE OFFICER	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
ANTHONY T. PRESCOTT	SR. EXECUTIVE VICE PRESIDENT CHIEF OPERATING OFFICER	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
MICHAEL R. SCOTT	EXECUTIVE VICE PRESIDENT	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
SANDRA K. BRUM	EXECUTIVE VICE PRESIDENT	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
ROBIN EUBANKS MURRAY	VICE PRESIDENT, SECRETARY, & GENERAL COUNSEL	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
RICHARD J. KAMPA	VICE PRESIDENT	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
RONNIE L. CLARK	TREASURER & CONTROLLER	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202

BOARD OF DIRECTORS

ROBERT D. CARL, III	CHAIRMAN	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
ANTHONY T. PRESCOTT	DIRECTOR	5905 WINDWARD PARKWAY ALPHARETTA, GA 30202
WILLIAM WHITESEL, PH. D.	DIRECTOR	580 NORTH SCHOOL LANE LANCASTER, PA 17603
MARC RAPHAELSON, M. D.	DIRECTOR	801 TOLL HOUSE AVE., BLDG. H - 6 FREDERICK, MD 21701
JACK O. GREENBERG, M.D.	DIRECTOR	293 LOCUST STREET PHILADELPHIA, PA 19106
ROBERT L. TAYLOR	DIRECTOR	ISOLYSER, INC. 4320 INTERNATIONAL BLVD. NORCROSS, GA 30093
STUART B. STRASNER, SR.	DIRECTOR	2532 N W 60TH STREET OKLAHOMA CITY, OK. 73112