

P 93000036692

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

MOBILE RESONANCE IMAGING INC.

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Merger

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11/21/01

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ARTICLES OF MERGER
Merger Sheet

MERGING:

INDIAN RIVER DIAGNOSTICS, INC., a Florida corporation, P97000028542

INTO

MOBILE RESONANCE IMAGING INC., a Florida entity, P93000036692

File date: November 21, 2001

Corporate Specialist: Darlene Connell

11/21/01 WED 08:28 FAX 3219844122
850 487-6013

Gray Harris Robinson PA
11/20/01 15:07 F1 Dept of State pl /1

002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 20, 2001

MOBILE RESONANCE IMAGING INC.
1000 VIRGINIA AVE
FORT PIERCE, FL 34982

SUBJECT: MOBILE RESONANCE IMAGING INC.
REF: P93000036692

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

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Letter Number: 301A00062304

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

11/20/01 TUE 14:29 FAX 3219844122 Gray Harris Robinson PA
(850)487-6013 11/20/01 09:52 Fl Dept of State pl /1

002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 20, 2001

MOBILE RESONANCE IMAGING INC.
1000 VIRGINIA AVE
FORT PIERCE, FL 34982

SUBJECT: MOBILE RESONANCE IMAGING INC.
REF: P93000036692

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000115692
Letter Number: 401A00062158

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER

of
INDIAN RIVER DIAGNOSTICS, INC., a Florida corporation

into
MOBILE RESONANCE IMAGING, INC., a Florida corporation

The undersigned corporations, desiring to merge into a single entity in accordance with the applicable provisions of Section 607.1105, *Florida Statutes*, hereby subscribe to these Articles of Merger as follows:

ARTICLE I**NAME AND JURISDICTION OF CONSTITUENT ENTITIES**

The name, address and jurisdiction of each constituent entity executing these Articles of Merger are:

Name and Address	Jurisdiction	Type of Entity
Indian River Diagnostics, Inc. 1850 37 Street Vero Beach, Florida 32966	Florida	corporation
Mobile Resonance Imaging Inc. 1000 Virginia Avenue Ft. Pierce, Florida 32982	Florida	corporation

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**ARTICLE II****SURVIVING ENTITY**

The surviving entity of this merger is Mobile Resonance Imaging Inc., a Florida corporation.

AUDIT NO. (((H01000115692 5)))

ARTICLE III

ADOPTION OF PLAN

A plan of merger (the "Agreement and Plan of Merger") was adopted by each of Indian River Diagnostics, Inc. and Mobile Resonance Imaging Inc. on the 14th day of November, 2001 in accordance with law.

ARTICLE IV

OWNERSHIP APPROVAL

The approval of the shareholders of each of Indian River Diagnostics, Inc. and Mobile Resonance Imaging Inc. was required for the adoption of the Agreement and Plan of Merger and the Agreement and Plan of Merger was approved by the unanimous written consent of the shareholders of each of the foregoing entities on the 14th day of November, 2001.

ARTICLE V

AGREEMENT AND PLAN OF MERGER

The completely executed Agreement and Plan of Merger is attached to these Articles of Merger as Exhibit A.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The articles of incorporation of Mobile Resonance Imaging Inc. are hereby amended to delete ARTICLE THREE in its entirety and replace it with the following:

"ARTICLE THREE

The authorized capital stock of this corporation shall consist of twenty thousand (20,000) shares of common stock, par value of fifty cents (\$0.50) per share."

AUDIT NO. (((H01000115692 5)))

ARTICLE VII

EFFECTIVE DATE

These Articles of Merger shall become effective upon the filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have subscribed to these Articles of Merger this 14th day of November, 2001.

ATTEST:

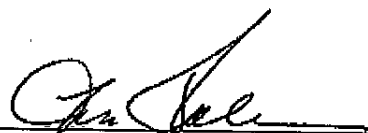


Les Waller, Secretary

By: INDIAN RIVER DIAGNOSTICS, INC.

By: 

Les Waller, President



Les Waller, Secretary

By: MOBILE RESONANCE IMAGING INC.

By: 

Les Waller, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into this 14th day of November, 2001 by and between Mobile Resonance Imaging Inc., a Florida corporation, and Indian River Diagnostics, Inc., a Florida corporation, as follows:

ARTICLE I

CONSTITUENT ENTITIES

Name	Address	Jurisdiction of Organization and Governing Law
Mobile Resonance Imaging Inc.	1000 Virginia Avenue Ft. Pierce, Florida 32982	Florida
Indian River Diagnostics, Inc.	1850 37 Street Vero Beach, Florida 32966	Florida

ARTICLE II

SURVIVING ENTITY

Mobile Resonance Imaging Inc., a Florida corporation, shall be the surviving entity of the merger.

ARTICLE III

TERMS AND CONDITIONS OF MERGER

A. Upon the effective date of the merger ("effective date"), Indian River Diagnostics, Inc. and Mobile Resonance Imaging Inc. shall become a single entity which shall be Mobile Resonance Imaging Inc., and the separate existence of the non-surviving entity shall cease except to the extent provided by the laws of the State of Florida for a corporation after its merger into another entity.

B. From and after the effective date, the surviving entity shall possess (i) all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the constituent entities, (ii) all property, real, personal and mixed, belonging to each of the constituent entities, (iii) all debts due on whatever account (including subscriptions for shares) and other choses in action due or belonging to each of the constituent entities, and (iv) all other interests belonging to each of the constituent entities. All of such property, debts, choses in action and other interests shall be taken and deemed to be vested in the surviving entity without further act or deed,

including the title to all real estate, or any interest therein, vested in either of the constituent entities, which title shall not revert or be in any way impaired by reason of the merger. If at any time the surviving entity shall consider or be advised that any further assignments or assurances in law are necessary to vest in the surviving entity any property, debts, choses in action or other interests of the non-surviving entity, the proper officers and directors (and, if required, stockholders) of the non-surviving entity shall make and execute all such requested assignments and assurances in law and do all things necessary or proper to vest such property, debts, choses in action or other interests in the surviving entity, and otherwise to carry out the purposes of this Agreement.

C. From and after the effective date, the surviving entity shall be responsible and liable for all of the liabilities and obligations of each of the constituent entities, and any claim existing or action or proceeding pending by or against either of the constituent entities may be prosecuted to judgment by or against such constituent entity as if the merger had not taken place, or by or against the surviving entity (which may be substituted as a party in any such action or proceeding), and neither the rights of creditors nor any liens upon the property of either of the constituent entities shall be impaired by the merger.

D. The articles of incorporation of the surviving entity as constituted immediately prior to the effective date shall continue to be the articles of incorporation of the surviving entity, except as amended as described below.

E. The bylaws of the surviving entity as constituted immediately prior to the effective date shall continue to be the bylaws of the surviving entity, in accordance with and subject to the provisions of its articles of incorporation and bylaws.

F. The officers and directors of the surviving entity as constituted immediately prior to the effective date shall continue to be the officers and directors of the surviving entity, in accordance with and subject to the provisions of its articles of incorporation and bylaws.

ARTICLE IV

AMENDMENT TO ARTICLES OF INCORPORATION

The articles of merger to be filed with the Secretary of State of the State of Florida shall contain an amendment to the articles of incorporation of Mobile Resonance Imaging Inc. which deletes ARTICLE THREE in its entirety and replace it with the following:

"ARTICLE THREE

The authorized capital stock of this corporation shall consist of twenty thousand (20,000) shares of common stock, par value of fifty cents (\$0.50) per share."

ARTICLE V

FILING REQUIREMENTS

Mobile Resonance Imaging Inc. shall cause articles of merger to be filed with the State of Florida which shall be executed by Mobile Resonance Imaging Inc. and Indian River Diagnostics, Inc. as required by law.

ARTICLE VI

MANNER AND BASIS OF CONVERTING SHARES

A. Indian River Diagnostics, Inc. is authorized to issue a single class of capital stock, five thousand (5,000) shares of common stock, par value fifty cents (\$0.50) per share. Five thousand (5,000) shares are issued and outstanding.

B. Mobile Resonance Imaging Inc. is authorized to issue a single class of stock, ten thousand (10,000) shares of common stock, par value fifty cents (\$0.50) per share. After the amendment to the articles of incorporation of Mobile Resonance Imaging Inc. described in Article IV above, Mobile Resonance Imaging Inc. shall be authorized to issue a single class of stock, twenty thousand (20,000) shares of common stock, par value fifty cents (\$0.50) per share. Ten thousand (10,000) shares are now issued and outstanding.


C. The holders of Mobile Resonance Imaging Inc. shall retain their existing shares and no additional shares of Mobile Resonance Imaging Inc. shall be issued. All of the issued and outstanding shares of Indian River Diagnostics, Inc. shall be retired and cancelled and all of the authorized and unissued shares of Indian River Diagnostics, Inc., if any, shall be cancelled. Shareholders of Indian River Diagnostics, Inc. shall be entitled to receive in the aggregate five thousand (5,000) shares of the common stock of Mobile Resonance Imaging Inc., par value fifty cents (\$0.50) per share. Said shares of the capital stock of Mobile Resonance Imaging Inc. shall be distributed among the shareholders of Indian River Diagnostics, Inc. pro rata.

ARTICLE VII


EFFECTIVE DATE

The merger shall become effective upon filing the articles of merger with the Florida Secretary of State.

ATTEST:



Les Waller, Secretary

By: INDIAN RIVER DIAGNOSTICS, INC.

By: 
Les Waller, President


Les Waller, Secretary

By: MOBILE RESONANCE IMAGING INC.

By: 
Les Waller, President