

P95000002859

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-0290

City

State

Zip

Phone

CORPORATION(S) NAME

000001376820
-01/11/95--01/17--019
****122.50 ****122.50

Middleburg Medical Imaging Consultants, Inc.

☒ Profit *Others*

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS / G/S

☐ Call When Ready

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Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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CR2E031 (1-89)

KAN 11-11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 JAN 11 PM 3:09

ARTICLES OF INCORPORATION
OF
MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC.

THE UNDERSIGNED, acting as sole incorporator of MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be ONE THOUSAND (1,000) shares, consisting of a single class of common stock having a par value of \$0.10 per share.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 747 Brandon Boulevard West, Brandon, Florida 33511. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 747 Brandon Boulevard West, Brandon, Florida 33511.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the initial Registered Agent at such address is C T Corporation System.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is Two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors and until successor Directors are elected and shall qualify is as follows:

Curtis L. Alliston
747 Brandon Boulevard West
Brandon, Florida 33511

Martin A. Traber
100 North Tampa Street, Suite 2700
Tampa, Florida 33602

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Vitauts M. Gulbis, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by
the undersigned incorporator this 9th day of January, 1995.

V. M. Gulbis
Vitaute M. Gulbis,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a corporation resident of the State of
Florida, having been named in Article VII of the foregoing
Articles of Incorporation as initial Registered Agent at the
office designated therein, hereby accepts such appointment and
agrees to act in such capacity. The undersigned hereby states
that it is familiar with, and hereby accepts, the obligations set
forth in Section 607.0505, Florida Statutes, and the undersigned
will further comply with any other provisions of law made
applicable to it as Registered Agent of the corporation.

DATED, this 11 day of January, 1995.

C T CORPORATION SYSTEM

By: Donnie Bryan

DONNIE BRYAN
CHIEF ASSISTANT SECRETARY

P9500000 2859

FOLEY & LARDNER

ATTORNEYS AT LAW

100 NORTH TAMPA

SUITE 2700

P.O. BOX 3301

TAMPA, FL 33601-3301

TELEPHONE (813) 289-2300

INTELLIGENT LINE (813) 442-3200

FACSIMILE (813) 281-4210

WRITER'S DIRECT LINE

A MEMBER OF GLOBALEX
WITH MEMBER OFFICES IN

JACKSONVILLE
ORLANDO
TALLAHASSEE
WEST PALM BEACH
MILWAUKEE
MADISON
CHICAGO
WASHINGTON, D.C.

BERLIN
BRUSSELS
DRESDEN
FRANKFURT
LONDON
PARIS
SINGAPORE
STUTTGART
TAIPEI

February 22, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

4000001414054
02/23/95 01092--009
*****87.50 *****87.50

Re: Middleburg Medical Imaging Consultants, Inc. (the "Corporation");
Articles of Amendment

Gentlemen:

Enclosed are Articles of Amendment for the Corporation above-described. Also enclosed is the filing fee of \$35.00 and the fee for a certified copy of the Articles of Amendment in the amount of \$52.50, for a total of \$87.50. Please attend to filing of these Articles of Amendment.

If you have any questions concerning this matter, please do not hesitate to call.

Sincerely,


Vitauts M. Gulbis

cc: Curtis L. Alliston
Martin Traber

FILED
95 MAR -7 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1995

VITAUTS M. GULBIS
C/O FOLEY & LARDNER
P.O. BOX 3391
TAMPA, FL 33601-3391

SUBJECT: MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC.
Ref. Number: P95000002859

We have received your document for MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 895A00009435

FOLEY & LARDNER

ATTORNEYS AT LAW

100 NORTH TAMPA

SUITE #700

P.O. BOX 3301

TAMPA, FL 33601-3101

TELEPHONE (813) 229-2300

PINELLAS LINE (813) 442-3296

FACSIMILE (813) 221-4210

WIRELESS DIRECT LINE

A MEMBER OF GLOMAREX
WITH MEMBER OFFICES IN

BERLIN
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MILWAUKEE
MADISON
CHICAGO
WASHINGTON D.C.

March 6, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

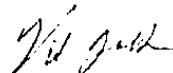
Re: Middleburg Medical Imaging Consultants, Inc. (the "Corporation");
Articles of Amendment

Gentlemen:

Enclosed are Articles of Amendment for the above-described Corporation, with the date of the corporate resolution stated in Paragraph 3 of the Articles of Amendment. I note that attached to the Articles of Amendment as previously submitted was a copy of the corporate resolution, clearly reflecting the date of adoption.

If you have any questions concerning this matter, please do not hesitate to call.

Sincerely,



Vitauts M. Gulbis

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC.

February 21, 1995

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC.

2. Amendment. The Articles of Incorporation are hereby amended by amending Article I of the Articles of Incorporation to read as follows:

ARTICLE I

Name

The name of the Corporation is:

NATIONAL DIAGNOSTICS/ORANGE PARK, INC.

3. Manner of Adoption. The foregoing amendment was adopted by the affirmative vote of all of the Directors of the Corporation and the sole shareholder of the Corporation, as indicated by execution on February 21, 1995 of a written statement manifesting the intention of the Directors and the sole shareholder that such an amendment be adopted.

4. Effective Date. The foregoing amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby on the date of the filing hereof.

FILED
95 MAR -7 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Amendment are executed by the undersigned this 21th day of February, 1995.

MIDDLEBURG MEDICAL IMAGING
CONSULTANTS, INC., a Florida
corporation

By: Curtis L. Alliston
Curtis L. Alliston,
Chief Executive Officer

ATTEST:

By: Martin L. Tröber
Martin L. Tröber,
Assistant Secretary

**RESOLUTIONS OF THE
SHAREHOLDER AND THE FIRST BOARD OF DIRECTORS OF
MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC.**


Pursuant to Florida Statutes Sections 607.0821 and 607.0704, the following resolutions are hereby adopted by the undersigned, constituting the sole Shareholder and the initial members of the Board of Directors of MIDDLEBURG MEDICAL IMAGING CONSULTANTS, INC. (the "Corporation"), such resolutions to serve in lieu of a meeting of the shareholders and Board of Directors:

RESOLVED, that the name of the Corporation shall be changed to "National Diagnostics/Orange Park, Inc."

RESOLVED, that the Chief Executive Officer and Assistant Secretary of the Corporation are hereby authorized and directed to execute and cause to be filed in the offices of the Secretary of State, State of Florida, Articles of Amendment changing the name of the Corporation in the manner hereinabove provided.

DATED this 21st day of February, 1995.


CURTIS L. ALLISTON


MARTIN A. TRABER

(the Directors)

NATIONAL DIAGNOSTICS, INC.

By: 
Curtis L. Alliston

(the Shareholder)

P95000002859



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

NATIONAL DIAGNOSTICS/CARDIOLOGY, INC., a Florida corporation,
document number P95000022646

INTO

NATIONAL DIAGNOSTICS/ORANGE PARK, INC., a Florida corporation,
P95000002859

File date: June 13, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

P9500002859

601 HAYS STREET
TALLAHASSEE, FL 32309-0007
800-342-8086
TAX



ACCOUNT NO. : 072100000032
REFERENCE : 986092 1579E
AUTHORIZATION : Patricia Piggitt
COST LIMIT : \$ 122.50

ORDER DATE : June 13, 1996
ORDER TIME : 9:49 AM
ORDER NO. : 986092
CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon
Foley & Lardner
P. O. Box 3391
Tampa, FL 33601-3391
400001861234

ARTICLES OF MERGER

NATIONAL DIAGNOSTICS/
CARDIOLOGY, INC.

INTO

NATIONAL DIAGNOSTICS/ORANGE
PARK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar
EXAMINER'S INITIALS: _____

FILED
95 JUN 13 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUN 13 AM 11:25
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

MERGING

NATIONAL DIAGNOSTICS/CARDIOLOGY, INC.
(a Florida corporation and wholly-owned subsidiary
of NATIONAL DIAGNOSTICS, INC., a Florida corporation)

WITH AND INTO

NATIONAL DIAGNOSTICS/ORANGE PARK, INC.
(a Florida corporation and wholly-owned subsidiary
of NATIONAL DIAGNOSTICS, INC., a Florida Corporation)

FILED
JUN 13 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with and pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), NATIONAL DIAGNOSTICS, INC., a Florida corporation ("Parent"), does hereby execute these Articles of Merger in accordance with the provisions of Section 607.1104 of the FBCA. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Plan of Merger, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference (the "Plan").

1. Names of Merging Corporations: Plan of Merger. The names of the merging corporations are NATIONAL DIAGNOSTICS/CARDIOLOGY, INC., a Florida corporation and wholly-owned subsidiary of Parent (the "First Subsidiary"), and NATIONAL DIAGNOSTICS/ORANGE PARK, INC., a Florida corporation and wholly-owned subsidiary of Parent (the "Second Subsidiary"). Pursuant to the terms and provisions of the Plan, the First Subsidiary shall be merged with and into the Second Subsidiary. The Second Subsidiary shall, after the Merger, be the surviving corporation.

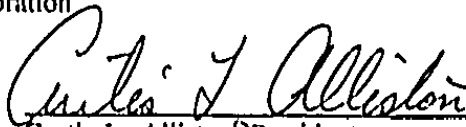
2. Approval By Board of Directors of Parent. Parent is the sole shareholder of each of the First Subsidiary and the Second Subsidiary. In accordance with the provisions of Section 607.1104 of the FBCA and the Articles of Incorporation and Bylaws of Parent, the Board of Directors of Parent approved and adopted the Plan pursuant to a written consent action dated May 24, 1996.

3. Notice to Shareholders of Subsidiaries. In accordance with the provisions of Section 607.1104 of the FBCA, Parent, being the sole shareholder of the First Subsidiary, waived the 30-day notice requirement contained therein, pursuant to a written consent action dated May 24, 1996.

EFFECTIVE DATE: These Articles of Merger shall be effective on the date of filing with the Secretary of State of the State of Florida.

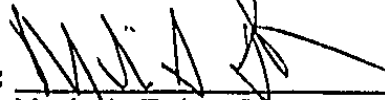
NATIONAL DIAGNOSTICS, INC., a Florida corporation

By:



Curtis L. Alliston, President

Attest:



Martin A. Traher, Secretary

EXHIBIT A
PLAN OF MERGER
OF
NATIONAL DIAGNOSTICS/CARDIOLOGY, INC.
WITH AND INTO
NATIONAL DIAGNOSTICS/ORANGE PARK, INC.

THIS PLAN OF MERGER (the "Plan") is approved by the Directors of **NATIONAL DIAGNOSTICS, INC.**, a Florida corporation ("Parent Corporation"), which holds one hundred percent (100%) of the outstanding shares of the capital stock of each of:

- I. **NATIONAL DIAGNOSTICS/CARDIOLOGY, Inc.**, a Florida corporation (the "First Subsidiary"); and
- II. **NATIONAL DIAGNOSTICS/ORANGE PARK, INC.**, a Florida corporation (the "Second Subsidiary").

RECITALS:

A. The First Subsidiary has, issued and outstanding, 1000 shares of common stock, par value \$.10 per share ("First Subsidiary Common Stock"). The First Subsidiary is not authorized to issue any class of capital stock other than First Subsidiary Common Stock and all of the issued and outstanding shares of First Subsidiary Common Stock are owned by Parent Corporation.

B. The Second Subsidiary has, issued and outstanding, 1000 shares of common stock, par value \$.10 per share ("Second Subsidiary Common Stock"). The Second Subsidiary is not authorized to issue any class of capital stock other than Second Subsidiary Common Stock and all of the issued and outstanding shares of Second Subsidiary Common Stock are owned by Parent Corporation.

C. The Directors of Parent Corporation have determined that it is in the best interests of Parent Corporation, the Second Subsidiary and the First Subsidiary that the First Subsidiary be merged with and into the Second Subsidiary.

NOW, THEREFORE, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, known generally as the Florida Business Corporation Act (the "FBCA") and other applicable law, the First Subsidiary shall be, at the Effective Time (as defined herein), merged with and into the Second Subsidiary, and the Second Subsidiary shall be the surviving

corporation of such merger; and that the mode of carrying such merger into effect and the manner of converting shares shall be as follows:

PLAN:

ARTICLE I

MERGER OF THE FIRST SUBSIDIARY WITH AND INTO THE SECOND SUBSIDIARY

SECTION 1.01. *The Merger.* At the Effective Time (as hereinafter defined), the First Subsidiary shall be merged (the "Merger") with and into the Second Subsidiary (which is hereinafter referred to as the "Surviving Corporation" whenever reference is made to it at or after the Effective Time). Following the Merger, the separate existence of the First Subsidiary shall cease. The Merger shall become effective upon the filing of this Plan. The date and time when the Merger shall be effective are herein referred to as the "Effective Date" or "Effective Time," as the case may be.

SECTION 1.02. *Board of Directors; Officers.* The Board of Directors and officers of the Surviving Corporation as of the Effective Time shall consist of the persons who are the directors and officers of the Second Subsidiary immediately prior to the Effective Time.

SECTION 1.03. *Articles of Incorporation; By-Laws.* The Articles of Incorporation of the Second Subsidiary, as amended, shall be upon the Effective Date the Articles of Incorporation of the Surviving Corporation; and the Articles of Incorporation of the Surviving Corporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the FBCA. The Bylaws of the Second Subsidiary, as in effect immediately prior to the Effective Time, shall be upon the Effective Date the Bylaws of the Surviving Corporation; and the Bylaws of the Surviving Corporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the FBCA and such Bylaws.

SECTION 1.04. *Effects of the Merger.* The Merger will have the effect set forth in Section 607.1106 of the FBCA and this Plan. The capital of the Surviving Corporation, until thereafter changed as provided by law, shall be an amount equal to the par value of its capital stock issued and outstanding immediately after the Effective Time. At any time, and from time to time after the Effective Time, the officers of the Surviving Corporation may, in the name of the First Subsidiary, take or cause to be taken all such further or other action as they may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the First Subsidiary's property, rights, privileges, immunities, powers, purposes, and otherwise to carry out the purposes of this Plan.

ARTICLE II

CONVERSION OF SHARES

SECTION 2.01 *Conversion of Capital Stock of the First Subsidiary.*

(a) Each share of First Subsidiary Common Stock issued and outstanding as of the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive a one-half (1/2) share of voting common stock of the Surviving Corporation.

(b) Each share of capital stock of the First Subsidiary held in the treasury of the First Subsidiary, if any, as of the Effective Time shall, by virtue of the Merger and without any other action, be canceled, retired and cease to exist and no payment shall be made with respect thereto.

SECTION 2.02. *Conversion of Capital Stock of Second Subsidiary.* Each share of Second Subsidiary Common Stock which shall be issued and outstanding as of the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive a one-half (1/2) share of voting common stock of the Surviving Corporation.

SECTION 2.03 *Options, Warrants, and Rights to Acquire Second Subsidiary Common Stock.* Each option, warrant and right to acquire shares of Second Subsidiary Common Stock as of the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically converted into, as the case may be, an option, warrant, or right to receive a like number of shares of Surviving Corporation Common Stock at a like exercise price per share.

ARTICLE III

IMPLEMENTATION OF PLAN

In the event that this Plan shall be approved by the Directors of Parent Corporation in the manner prescribed by the provisions of the FBCA, Parent Corporation, the First Subsidiary and the Second Subsidiary shall cause to be executed and filed or recorded, as appropriate, any document or documents prescribed by the laws of the State of Florida, and will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

ARTICLE IV

CERTAIN CONDITIONS

The respective obligations of Parent Corporation, the First Subsidiary and the Second Subsidiary hereunder are subject to the conditions that:

- (a) This Plan shall have been approved by the Directors of Parent Corporation;
- (b) This Plan shall have been approved by the written consent of Parent Corporation, as the holder of all issued and outstanding shares of First Subsidiary Common Stock, which written consent shall also contain an express waiver of the 30-day notice requirement in accordance with Section 607.1104 of the FBCA; and
- (c) All notices to, or filings with, authorizations of, exemptions by, or consents or approvals of, any public body or authority necessary for the consummation of the Merger shall have been received, shall be in full force and effect and shall not be subject to any condition which requires the taking or refraining from taking any action which could reasonably be expected to have a material adverse effect on the First Subsidiary, the Second Subsidiary or Parent Corporation.

ARTICLE V

TERMINATION AND ABANDONMENT

This Plan may be terminated and the Merger may be abandoned at any time on or before the Effective Time by the consent of the Board of Directors of Parent Corporation.