

P95000003496

Monday, January 9, 1995

Florida Department of State
Division of Corporations,
P O Box 6327
Tallahassee 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 12 PM 10:50


Subject: PetScan Medical Imaging, Inc.

Enclosed Please find an original and one (1) copy of the articles of incorporation.

From: PetScan Medical Imaging, Inc.
c/o Bon-Bone Medical Imaging, Inc.
1495 Forest Hill Blvd. Suite C
West Palm Beach, FL 33406
(407) 968-6360

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*****70.00 *****70.00

Sincerely,


Joseph Haimberg
Incorporator

KAN 1-13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 12 AM 10:50

ARTICLES OF INCORPORATION

And By Laws
for
PotScan Medical Imaging, Inc.

ARTICLE I

Name and Location

- Sec. 1 The name of this corporation shall be PotScan Medical Imaging, Inc.
Sec. 2 Its principal office shall be located in 1497 Forest Hill Blvd. Suite C,
 West Palm Beach, Florida 33406.
Sec. 3 Other offices for the transaction of business shall be located at such
 places as the Board of Directors may from time to time determine.

ARTICLE II

Capital Stock

- Sec. 1 The amount of the capital stock shall be One Hundred (100) shares with
 \$1.00 par value.
Sec. 2 All certificates of stock shall be signed by the President and the
 Secretary and shall be sealed with the corporate seal.
Sec. 3 The corporation shall have a first lien on all the shares of its capital
 stock, and upon all dividends declared upon the same, for any
 indebtedness of the respective holders thereof to the corporation.
Sec. 4 Transfers of stock shall be made only on the books of the corporation;
 and the old certificate, properly endorsed shall be surrendered and
 canceled before a new certificate is issued. The stock books of the
 corporation shall be closed against transfers for a period of ten (10) days
 before the day of payment of a dividend and for ten (10) days before each
 annual meeting of the stockholders.
Sec.5 In case of loss or destruction of a certificate of stock, no new certificate
 shall be issued in lieu thereof except upon satisfactory proof to the

Board of Directors of such loss or destruction; and upon the giving of satisfactory security, by bond or otherwise, against loss to the corporation. Any such new certificate shall be plainly marked "Duplicate" upon its face.

ARTICLE III

Stockholders' Meetings

- Sec. 1 The annual meeting of the stockholders shall be held at 9:00 o'clock A.M., on the 15 of December in each year at the principal place of business of the corporation. Provided, however, that whenever such day shall fall upon a Sunday, or a legal holiday, the meeting shall be held on the next succeeding business day. At such meeting, the stockholders shall elect Directors to serve until their successors shall be elected and qualified.
- Sec. 2 A special meeting of the stockholders, to be held at the same place as the annual meeting, may be called at any time by the President or by the Directors. It shall be the duty of the Directors, or President, to call such a meeting whenever so is requested by stockholders holding 51% or more of the capital stock.
- Sec. 3 Notice of the time and place of all annual and special meetings shall be mailed by the Secretary to each stockholder ten (10) days before the date thereof.
- Sec. 4 The President shall preside at all such meetings.
- Sec. 5 At every such meeting each stockholder shall be entitled to cast one vote for each share of voting stock held in his name; which may be cast by him either in person, or by proxy. All proxies shall be in writing, and shall be filed with the Secretary and entered on record in the Minutes of the meeting.
- Sec. 6 Every stockholder shall have the right to vote, in person or by proxy, for the number of shares of stock owned by him for as many persons as there are directors or managers to be elected.
- Sec. 7 A quorum for the transaction of business at any such meeting shall

consist of a number of members representing a majority of the shares of stock issued and outstanding; but the stockholders present at any meeting, though less than a quorum, may adjourn the meeting to a future time.

ARTICLE IV

Directors

- Sec. 1 The business and property of the corporation shall be managed by a Board of at least one and not more than five Directors, who shall be elected by the stockholders and shall receive no compensation for his or their services as Director.
- Sec. 2 The Directors shall be elected by the stockholders at the annual meeting and shall hold office for one year or until their successors are duly elected and qualify.
- Sec. 3 The regular meetings of the Directors shall be held in the principal office of the corporation immediately after the adjournment of each annual stockholders' meeting.
- Sec. 4 Special meetings of the Board of Directors, to be held in the principal office of the corporation, may be called by the President, or by unanimous consent of the Directors. By unanimous consent of the Directors, special meetings of the Board may be held without notice, at any time and place.
- Sec. 5 Notice of all regular and special meetings, except those specified in the second sentence of Section 4 of this Article, shall be mailed to each Director by the Secretary, at least ten (10) days previous to the time fixed for the meeting. All notices of special meetings shall state the purpose thereof.
- Sec. 6 A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of a majority of the Board; but a majority of those present at any regular or special meeting shall have power to adjourn the meeting to a future time.
- Sec. 7 The Directors shall elect the officers of the corporation, and fix their salaries, such election to be held at the Directors' meeting following each

- annual Stockholders' meeting. An officer may be removed at any time by a two-thirds vote of the full Board of Directors.
- Sec. 8 Vacancies in the Board of Directors may be filled for the unexpired terms by the remaining Directors at any regular or special Directors' meeting.
- Sec. 9 The Directors may, by resolution, appoint members of the Board as an Executive Committee, to manage the business of the corporation during the interim between meetings of the Board.
- Sec. 10 At each annual stockholders' meeting the Directors shall submit a statement of the business done during the preceding year; together with a report of the general financial condition of the corporation; and of the condition of its tangible property.

ARTICLE V

Officers

- Sec. 1 The officers of this corporation shall be a President-Treasurer and a Vice President-Secretary, who shall be elected for the term of one year, and shall hold office until their successors are duly elected and qualified. No one shall be eligible to the office of President who is not a director of the corporation; and any such officer who ceases to be a director shall cease to hold office as President as soon as his successor is elected and qualified.
- Sec. 2 The President-Treasurer in his capacity as President shall preside at all directors' and stockholders' meetings; shall have general supervision over the affairs of the corporation and over the other officers; shall sign all stock certificates and written contracts of the corporation, and shall perform all such other duties as are incident to his office of President. In case of the absence or disability of the President-Treasurer, his duties in his capacity as President shall be performed by the Vice President-Secretary in his capacity as Vice President.
- Sec. 3 The President-Treasurer in his capacity as Treasurer shall have custody of all monies and securities of the corporation and shall give bond, in such sum and with such sureties as the Directors may require,

conditioned upon the faithful performance of the duties of his office as Treasurer. He shall keep regular books of account and shall submit them, together with all his vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to his office as Treasurer.

- Sec. 4 The Vice President-Secretary in his capacity as Secretary shall issue notice of all Directors' and Stockholders' meetings, shall attend and keep the minutes of meeting; shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal; shall attest with his signature and impress with the corporate seal all stock certificates and written contracts of the corporation, and shall perform all such other duties as are incident of his office as Secretary. In case of the absence or disability of the Vice President-Secretary, his duties in his capacity as Secretary shall be performed by a selected director.

ARTICLE VI

Dividends and Finance

- Sec. 1 Dividends to be paid out of the surplus earnings of the corporation may be declared from time to time by resolution of the Board of Directors; but no dividend shall be paid that will impair the capacity of the corporation.
- Sec. 2 The funds of the corporation shall be deposited in such bank or trust company as the Directors shall designate, and shall be withdrawn only upon the check or order of the officer or officers of the corporation designated by the Board of Directors.


ARTICLE VII

Amendments

Sec. 1 Amendments to these By-Laws may be made, by a vote of the stockholders representing a majority of all the stock issued and outstanding, at any annual stockholders' meeting; or at any special stockholders' meeting when the proposed amendment has been set out in the notice of such meeting.

The undersigned incorporator has executed these Articles of Incorporation this

9th day of January, 1995



Joseph Haimberg, Incorporator
1495 Forest Hill Blvd., Suite C
West Palm Beach, FL 33406

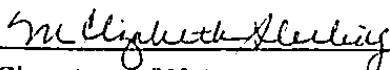
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of JANUARY, 1995 by JOSEPH HAIMBERG, who represented himself to be person signing in the capacity set forth above, who is personally known to me or who has produced Florida State Driver's License number PERSONALLY KNOWN, as identification and who did take an oath.

Executed this 9th day of JANUARY, 1995.



M ELIZABETH STERLING
My Commission CC293603
Expires Jun. 06, 1997
Bonded by HAI
800-422-1555



Signature of Notary

Commission Number

M. ELIZABETH STERLING

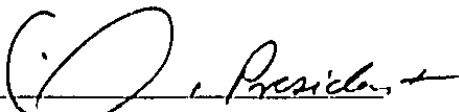
Notary Name

**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON SUCH PROCESS
MAY BE SERVED**

In compliance with section 607.0501 or 617.0501, Florida Statutes, the following is submitted:

1. That PetScan Medical Imaging, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of Business at the City of West Palm Beach, State of Florida, has named JOSEPH HAIMBERG, located at 1495 Forest Hill Blvd. Suite C, West Palm Beach, FL 33406, as its agent to accept service of process within Florida.

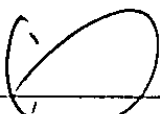
Signature


Corporate Officer, and Title

1-9-95
Date

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Signature


Resident Agent

1-9-95
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of JANUARY, 1995 by JOSEPH HAIMBERG, who represented himself to be person signing in the capacity set forth above, who is personally known to me or who has produced Florida State Driver's License number PERSONALLY KNOWN, as identification and who did take an oath.

Executed this 9th day of JANUARY, 1995.



MELIZABETH STERLING
My Commission CC293603
Expires Jun. 09, 1997
Bonded by HAI
800-422-1555

Melizabeth Sterling
Signature of Notary

Commission Number

MELIZABETH STERLING
Notary Name