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CORPORATION(S) NAME

Vision M.R.I. of San Jose, Inc. merging into:
Regional M.R.I. of San Jose, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VISION M.R.I. OF SAN JOSE, INC., an Illinois corporation not qualified

INTO

REGIONAL M.R.I OF SAN JOSE, INC., a Florida corporation, P95000017316.

File date: February 18, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER OF
VISION M.R.I. OF SAN JOSE, INC.,
an Illinois corporation
into
REGIONAL M.R.I. OF SAN JOSE, INC.,
a Florida corporation**

Pursuant to Florida Statutes Sections 607.1105 and 607.1107, VISION M.R.I. OF SAN JOSE, INC., a corporation validly formed and existing under the laws of the State of Illinois, and REGIONAL M.R.I. OF SAN JOSE, INC., a corporation validly formed and existing under the laws of the State of Florida, hereby adopt these Articles of Merger.

1. The name of the corporation surviving the merger ("Surviving Corporation") is Regional M.R.I. of San Jose, Inc., a Florida corporation.

2. The name of the nonsurviving corporation (the "Absorbed Corporation") is Vision M.R.I. of San Jose, Inc., an Illinois corporation

3. The Plan of Merger is set forth in Exhibit A attached hereto and made a part hereof.

4. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on February 2, 1998, and approved by a majority of the shareholders of the Surviving Corporation on February 2, 1998, which vote was sufficient for approval of the merger.

5. The Plan of Merger was adopted by the Board of Directors of the Absorbed Corporation on February 2, 1998, and approved by a majority of the shareholders of the Absorbed Corporation on February 2, 1998, which vote was sufficient for approval of the merger.

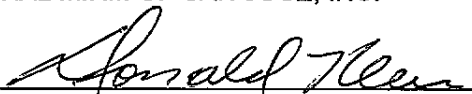
6. There will be no changes to the Articles of Incorporation of the Surviving Corporation effected by the merger.

7. The Effective date of the merger shall be the date these Articles of Merger are filed with the Secretary of State of Florida.

Dated this 3rd day of February, 1998.

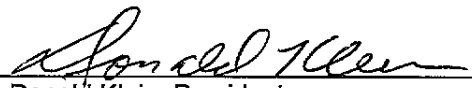
"SURVIVING CORPORATION"

REGIONAL M.R.I. OF SAN JOSE, INC.

By: 
Donald Klein, President

"ABSORBED CORPORATION"

VISION M.R.I. OF SAN JOSE, INC.

By: 
Donald Klein, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan") is adopted this 2nd day of February, 1998, by REGIONAL M.R.I. OF SAN JOSE, INC., a Florida corporation (the "Surviving Corporation"), and VISION M.R.I. OF SAN JOSE, INC., an Illinois corporation (the "Absorbed Corporation").

Background

Surviving Corporation is a corporation organized and validly existing under the laws of the State of Florida, with a capitalization of 1,000,000 authorized shares of common stock, par value of \$.01 per share ("Surviving Common Stock"), of which 1,000 shares are issued and outstanding.

Absorbed Corporation is a corporation organized and validly existing under the laws of the State of Illinois, with a capitalization of 1,000 authorized shares of common stock, no par value ("Absorbed Common Stock"), of which 1,000 shares are issued and outstanding.

The Board of Directors ("Board") of each of the Surviving Corporation and the Absorbed Corporation deem it desirable and in the best business interests of each of the corporations and their respective shareholders that the Absorbed Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

Terms of Agreement

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

2. Terms and Conditions. On the Effective Date (as defined herein) of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Cancellation.

3.1 Cancellation of Shares. As both the Absorbed Corporation and the Surviving Corporation are owned by the same shareholders, in like proportion, upon the Effective Date, all shares of the Absorbed Common Stock outstanding on the Effective Date shall, by virtue of the merger and without further action on the part of the holder, be canceled.

3.2 Cancellation of Rights to Acquire Shares. As both the Absorbed Corporation and the Surviving Corporation are owned by the same shareholders in like proportion, upon the Effective Date, every option, warrant or other right to acquire one (1) share of the Absorbed Common Stock outstanding on the Effective Date by virtue of the merger and without further action on the part of the holder, shall be canceled.

4. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date.

5. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date.

6. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing the merger.

8. Approval of Agreement and Plan. This Agreement and Plan of Merger shall be approved by the consents of the Board and the Shareholders of the Surviving Corporation and the Board and the Shareholders of the Absorbed Corporation in accordance with the applicable provisions of Florida and Illinois law.

9. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be the last date the Articles of Merger are accepted by the States of either Florida or Illinois.

10. Rights of Shareholders of Absorbed Corporations. The provisions of Sections 5/11.65 and 5/11.70 of the Illinois Business Corporation Act of 1983, as amended, shall govern the right of dissenting Shareholders of the Absorbed Corporation, if any, to the merger.

11. Amendment or Abandonment of Plan. The Boards of each the Surviving Corporation and the Absorbed Corporation may amend this Agreement and Plan at any time prior to filing Articles of Merger with the Secretary of State of Florida, subject to the provisions of Section 607.1103(8), Florida Statutes. The planned merger may be abandoned by the Boards of either the Surviving Corporation or the Absorbed Corporation (subject to contractual rights) at any time prior to filing Articles of Merger with the Secretary of State of the State of Florida or the State of Illinois.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written, to become effective as provided for herein.

"SURVIVING CORPORATION"

REGIONAL M.R.I. OF SAN JOSE, INC.,
a Florida corporation

By: 
Donald Klein, President

"ABSORBED CORPORATION"

VISION M.R.I. OF SAN JOSE, INC.,
an Illinois corporation

By: 
Donald Klein, President

visionmri/mrisanj/regiona and vision san jose agtplan merge