

CORPORATION  
SERVICES  
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**csc networks**

MAIL TO:  
P.O. Box 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 553657 02464A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 6, 1995

ORDER TIME : 10:33 AM

ORDER NO. : 553657

CUSTOMER NO: 02464A

CUSTOMER: Griffin Helwig, Esq  
HELWIG & FAGAN, P.A.

One San Jose Place, Suite 31

Jacksonville, FL 32257

DOMESTIC FILING

NAME: ULTRASOUND RENTALS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

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FILED  
STATE OF FLORIDA  
CLERK OF SUPERIOR COURT  
TALLAHASSEE  
MAR 9 1995

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ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR -6 AM 0:59

ULTRASOUND RENTALS, INC.

The undersigned, under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is ULTRASOUND RENTALS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and

2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Hundred (100) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 3810-4 Williamsburg Park Boulevard, Jacksonville,

Florida, 32257. The name of the initial registered agent and address of the registered agent for the corporation is ROBERT J. RAMEY, 3810-4 Williamsburg Park Boulevard, Jacksonville, Florida, 32257.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of three (3) members who need not be residents of the State of Florida or shareholders of the corporation.

#### ARTICLE VII - INITIAL DIRECTORS

The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. RAMEY	3810-4 Williamsburg Park Blvd. Jacksonville, Florida 32257
PAUL ROBINSON	3810-4 Williamsburg Park Blvd. Jacksonville, Florida 32257
WILLIAM H. NORAN	3810-4 Williamsburg Park Blvd. Jacksonville, Florida 32257

The Directors shall be elected in accordance with the By-laws of the corporation.

#### ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT J. RAMEY	3810-4 Williamsburg Park Blvd. Jacksonville, Florida 32257

**ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

**ARTICLE X - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE XI - CUMULATIVE VOTING**

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors

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