

Gerald V. Walsh, P.A.

10000021017

2890 UNIVERSITY DRN
CORAL SPRINGS, FLORIDA 33065

BROWARD (305) 755-9310
FAX (305) 755-9294

March 10, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100001429404
03/14/95--01120--007
***122.50 ***122.50

Re: AVENTURA IMAGING CENTER, INC.

To the Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation.

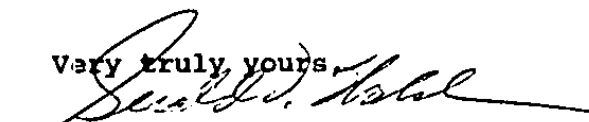
Also included is a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) representing the following:

Filing Fee	\$35.00
One Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
TOTAL	<u>\$122.50</u>

If you have any questions, please contact me.

Thank you.

Very truly yours,



Gerald V. Walsh

SDG

Enclosures: 3 as stated

GVW/aw

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
AVENTURA IMAGING CENTER, INC.**

**ARTICLE I.
NAME**

The name of the corporation is: Aventura Imaging Center, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office of the Corporation (or the mailing address) will be: 1740 S. Bayshore Drive, Miami, Florida 33133.

**ARTICLE III.
DURATION**

The corporation shall exist in perpetuity.

**ARTICLE IV.
PURPOSE**

The corporation is organized for the purposes of transacting any and all lawful business.

**ARTICLE V.
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE VI.
RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders will not have pre-emptive rights.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent and Registered Office of the corporation are:

NAME
Gerald V. Walsh

ADDRESS
2890 University Drive
Coral Springs, FL 33065

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CORPORATION DIVISION
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**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

The corporation shall have Three Directors initially. The number of Directors may be changed by the By-Laws adopted by the corporation. The name and address of the Initial Directors appear below.

<u>NAME</u>	<u>ADDRESS</u>
PATRICK BARRENTINE	1029 Terrace Road Stuart, Florida 34994
DAVID MROFKI	1740 S. Bayshore Drive Miami, Florida 33133
JANET BERETSKY	2843 N.E. 28th Street Fort Lauderdale, FL 33306

**ARTICLE IX.
INCORPORATION**

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
GERALD V. WALSH	2890 University Drive Coral Springs, FL 33065

**ARTICLE X.
BY LAWS**

The power to adopt, alter, amend or repeal the By laws shall be vested in the Directors.

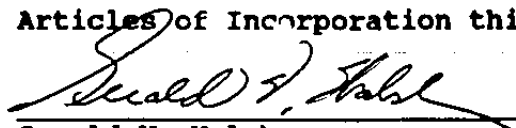
**ARTICLE XI.
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XII.
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the Date of Filing of these Articles of Incorporation with the State of Florida.

The undersigned has executed these Articles of Incorporation this 10th day of March, 1995.


Gerald V. Walsh
Incorporator

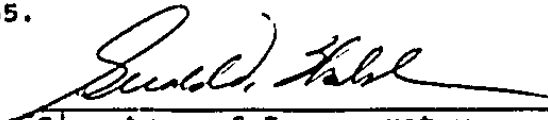
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is AVENTURA IMAGING CENTER, INC.
2. The name of the registered agent and office are:

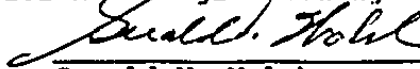
Gerald V. Walsh
2890 University Drive
Coral Springs, Florida 33065.



Signature of Incorporator
Gerald V. Walsh

3/10/95
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Gerald V. Walsh
Resident Agent

Date: 3/10/95

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