



Butler & Wellbery, P.A.
Certified Public Accountants

PY5000027515

665 Southeast 10th St., Suite 100
Deerfield Beach, Florida 33441
Telephone 305/480-8541
Facsimile 305/426-8673

March 14, 1995

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

800001447328
-04/04/95--01094--005
****122.50 ****122.50

SUBJECT: R & R Radiology, Inc.

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for \$122.50.

FROM:

Robert V. Ferrandi
c/o Butler & Wellbery, P.A.
665 S.E. 10th Street, Suite 100
Deerfield Beach, FL 33441

FILED
95 APR -3 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KRF

**ARTICLES OF INCORPORATION
OF
R & R Radiology, Inc.**

The undersigned In Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLES I NAME

The name of the Corporation shall be:

R & R Radiology, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Butler & Wellbery, P.A.
665 S.E. 10th Street, Suite 100
Deerfield Beach, FL 33441

ARTICLE III SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

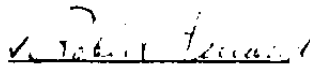
Robert V. Ferrandi
c/o Butler & Wellbery, P.A.
665 S.E. 10th Street, Suite 100
Deerfield Beach, FL 33441

ARTICLE V INCORPORATOR(S)

The name and street address of the Incorporator to these Articles of Incorporation is:

Robert V. Ferrandi
c/o Butler & Wellbery, P.A.
665 S.E. 10th Street, Suite 100
Deerfield Beach, FL 33441

The undersigned Incorporator has executed these Articles of Incorporation this 15th day of March, 1995.


Signature

FILED
MAR -3 PM 2:35
CLERK OF DISTRICT COURT
STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 687.5501 or 617.5501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

R & R Radiology, Inc.

2. The name and address of the registered agent and office is:

Robert V. Ferrandi
c/o Butler & Wolfberg, P.A.
665 S.E. 10th Street, Suite 100
Deerfield Beach, FL 33441

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.

SIGNATURE

Robert V. Ferrandi

DATE

3-29-95

FILED
95 APR -3 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000027515

Division of Incorporation
P.O. Box 6327
Tallahassee, FL. 32314

July 14, 1995

To whom this may concern,

Please be advised that along with the name change of the corporation, the address of the corporation will also need to be amended.

Former address of R & R Radiology: 880 NW 13th Street
Suite 1-A
Boca Raton, FL 33486

New name and address: Properly Managed, Inc.
7491 N. Federal Hwy.
Suite 175
Boca Raton, FL 33487

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SS JUL 19 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400001541334
-07/19/95--01048--004
*****35.00 *****35.00

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
R & R RADIOLOGY, INC.

To: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is R & R RADIOLOGY, INC.
2. The following amendments of articles of incorporation were adopted by the stockholders and directors of the corporation on July 13, 1995, in the manner prescribed by the Florida General Corporation Act:

RESOLVED, that Article I, of the articles of incorporation of R & R RADIOLOGY, INC., a Florida corporation, reading as follows: the name of this corporation is R & R RADIOLOGY, INC., hereinafter referred to as the corporation, is hereby amended to read as follows: the name of this corporation is PROPERLY MANAGED, INC.

3. The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of shares</u>
common	200

5. The number of shares voted for such amendment was 200; and the number of shares voted against such amendment was -0-.

R & R RADIOLOGY, INC.

[Signature]
President

[Signature]
Secretary

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

JUL 19 PM 1:18

FILED

**STOCKHOLDERS' WRITTEN CONSENT
TO
AMENDMENT OF ARTICLE**

The undersigned, being all of the directors and all of the stockholders of R & R RADIOLOGY, INC. entitled to vote with respect thereto, and in the case of the stockholders, being each the holder of the number and class of shares set forth opposite his name below, hereby consent to, authorize, and adopt the following amendment to the articles of incorporation:

RESOLVED, that Article I, of the articles of incorporation of R & R RADIOLOGY, INC., a Florida corporation, reading as follows: the name of this Corporation is R & R RADIOLOGY, INC. hereinafter referred to as the corporation, is hereby amended to read as follows: the name of this corporation is PROPERLY MANAGED, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME OF STOCKHOLDER</u>	<u>SIGNATURE</u>	<u>NUMBER & CLASS OF SHARES HELD</u>	<u>DATE OF SIGNATURES</u>
Robert V. Ferrandi	<i>Robert V. Ferrandi</i>	100 shares common	<u>7/13/95</u>
Mary Faith Geiser	<i>Mary F. Geiser</i>	100 shares common	<u>7/13/95</u>

<u>NAME OF DIRECTOR</u>	<u>SIGNATURE</u>	<u>DATE OF SIGNATURE</u>
Robert V. Ferrandi	<i>Robert V. Ferrandi</i>	<u>7-13-95</u>
Mary Faith Geiser	<i>Mary F. Geiser</i>	<u>7/13/95</u>

STATE OF FLORIDA :
COUNTY OF BROWARD :

BEFORE ME, personally appeared Robert V Ferrandi, to me well known and known to me to be the president of R & R RADIOLOGY, INC., the corporation named in the foregoing instrument, and known to me to be the person who as such officer of said corporation executed the same; and then and there the said Robert V Ferrandi did acknowledge before me that said instrument is the free act and deed of said corporation by him executed as such officer for the purpose therein expressed; that the seal thereunto attached is the corporate seal by him in like capacity affixed; under authority in being duly vested by the Board of Directors of said corporation.

WITNESS my hand and official seal this 13th day of July 1995.

My Commission expires:

Kathleen M. McKenna
Notary Public

