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STANFORD R. SOLOMON, P. A.

DEBBY L. BENEDICT  
JOHN E. BOOTH  
TARA L. GOEWERT  
CHRISTINE A. HEARN

BARNETT PLAZA • SUITE 1818  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602-5148  
TELEPHONE (813) 225-1818  
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BRIAN M. JONES  
DAVID C. LANIGAN  
ALAN J. NISBERG  
STANFORD R. SOLOMON

May 2, 1995

Via Federal Express (#3377360361)

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

RE: G & B MEDICAL ASSISTANCE CORPORATION

Dear Sir/Madam:

Enclosed are original and one copy of the articles of incorporation to be filed effective May 1, 1995 and our May 2, 1995 check number 17645 in the amount of \$122.50 representing payment of your fee for: (1) filing; (2) the designation of the registered agent; and (3) a certified copy of the articles of incorporation.

Please send certified copy of articles of incorporation to the following address:

STANFORD R. SOLOMON, P.A.

David C. Lanigan, Esq.

Barnett Plaza • Suite 1818

101 East Kennedy Boulevard

Tampa, Florida 33602

EFFECTIVE DATE

MAY 1 1995

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-05/03/95--01131--002  
\*\*\*122.50 \*\*\*122.50

Thank you for your cooperation.

Sincerely,

STANFORD R. SOLOMON, P.A.

By: *David Lanigan*

David C. Lanigan

Enclosures  
DCL/mes

00000100000166256.

**ARTICLES OF INCORPORATION  
OF  
G & B MEDICAL ASSISTANCE CORPORATION**

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms G & B MEDICAL ASSISTANCE CORPORATION, a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

**ARTICLE I  
Name**

The name of the Corporation is G & B MEDICAL ASSISTANCE CORPORATION.

**Address**

The principal mailing address of the Corporation is P. O. Box 1186, Tampa, Florida 33601.

**ARTICLE II  
Term of Existence**

The corporate existence of the Corporation shall commence May 1, 1995 as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III  
Nature of Business**

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

**ARTICLE IV  
Powers**

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

**EFFECTIVE DATE**

**MAY 1 1995**

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(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promotor, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

#### **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 Stock.

#### **ARTICLE VI** **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Stanford R. Solomon, P.A., Barnett Plaza • Suite 1818, 101 East Kennedy Boulevard, Tampa, Florida 33602, and the name of its initial registered agent at such address is Stanford R. Solomon.

#### **ARTICLE VII** **Director(s)**

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name(s) and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Frederick J. Bergmann	P. O. Box 1186 Tampa, Florida 33601
Director	Richard S. Giunta	576 Riviera Drive Tampa, Florida 33606

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Stanford R. Solomon	Barnett Plaza • Suite 1818 101 East Kennedy Boulevard Tampa, Florida 33602

**ARTICLE IX**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**ARTICLE X**  
**Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XI**  
**Preemptive Rights**

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 1, 1995.

Stanford R. Solomon (SEAL)  
**STANFORD R. SOLOMON**  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above Corporation at c/o Stanford R. Solomon, P.A., Barnett Plaza • Suite 1818, 101 East Kennedy Boulevard, Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Stanford R. Solomon  
**STANFORD R. SOLOMON**

Dated: May 1, 1995

FILED  
1995 MAY -3 AM 10:34  
TAMPA, FLORIDA

P95000035987

LAW OFFICES

STANFORD R. SOLOMON, P. A.

BARNETT PLAZA • SUITE 1818  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602-5148

BETSY L. BENEDICT  
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TELEPHONE (813) 225-1818  
TELECOPIER (813) 225-1050

BRIAN M. JONES  
DAVID C. LANIGAN  
ALAN J. NISBERG  
STANFORD R. SOLOMON

June 26, 1995

VIA AIRBORNE EXPRESS #5436315824

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

RE: M & B MEDICAL MANAGEMENT, LTD.  
M & B MEDICAL ASSISTANCE CORPORATION

Dear Sir/Madam:

Enclosed are the originals of: (1) the articles of amendment to the articles of incorporation and (2) certificate of limited partnership and affidavit of contribution to be filed. We also enclose our June 27, 1995 check number 17894 in the amount of \$131.25 representing payment of your fees for: (1) filing the articles of amendment to the articles of incorporation for M & B Medical Assistance Corporation; (2) filing the certificate of limited partnership and affidavit of contributions for M & B Medical Management, Ltd. (the "limited partnership"); (3) the designation of the registered agent for the limited partnership; and (4) a certificate under seal for the limited partnership.

Please send certificate under seal for the limited partnership and confirmation of filing the articles of amendment to the articles of incorporation to:

STANFORD R. SOLOMON, P.A.  
David C. Lanigan, Esq.  
Barnett Plaza • Suite 1818  
101 East Kennedy Boulevard  
Tampa, Florida 33602

Thank you for your cooperation.

W95-13988

Sincerely,

STANFORD R. SOLOMON, P.A.

By:

David C. Lanigan

Enclosures  
DCL/mes

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\*\*\*131.25 \*\*\*  
Amend NC  
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SECRETARY OF CORPORATIONS

LAW OFFICES  
STANFORD R. SOLOMON, P. A.

BARNETT PLAZA • SUITE 1818  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602-5148

TELEPHONE (813) 225-1818  
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BETSY L. BENEDICT  
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CHRISTINE A. HEARN

BRIAN M. JONES  
DAVID C. LANIGAN  
ALAN J. NISBERG  
STANFORD R. SOLOMON

July 18, 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: M & B Medical Management, Ltd.  
Diagnostic Imaging Centers of Herndando, Ltd.  
Our File No. 15756.01

Dear Sir/Madam:

Enclosed are the original and one *copy* of the following:

1. the Articles of Amendment To Articles of Incorporation of G & B Medical Assistance Corporation (Ref Number P95000035987);
2. the Certificate of Limited Partnership of M & B Medical Management, Ltd. (Ref Number W95000014193); and
3. the Certificate of Limited Partnership of Diagnostic Imaging Centers of Hernando, Ltd. (Ref Number W95000014196).

Our check number 17962 in the amount of \$192.50 in payment of your fee for (a) filing these certificates; and (b) the registered agent designations for both partnerships; and (c) the certificates under seal for both partnerships was sent by letter on July 10, 1995. We are *not* requesting a certified copy of either certification of limited partnership at this time. Our check in the amount of \$131.25 for recording the Articles of Amendment and other matters that was sent to you earlier is \$96.25 greater than the \$35.00 needed to pay your fee for filing the Articles of Amendment. Please refund this sum to us.

Please send the certificate under seal and the refund to the following address:

David C. Lanigan, Esquire  
STANFORD R. SOLOMON, P.A.  
Barnett Plaza • Suite 1818  
101 East Kennedy Boulevard  
Tampa, Florida 33602-5148



Florida Department of State  
July 18, 1995  
Page 2

Thank you for your cooperation.

Sincerely,

STANFORD R. SOLOMON, P.A.

By:

  
David C. Lanigan

DCL/cf

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 12, 1995

Stanford R. Solomon, P.A.  
David C. Lanigan, Esq.  
101 E. Kennedy Blvd., Suite 1818  
Tampa, FL 33602

SUBJECT: G & B MEDICAL ASSISTANCE CORPORATION  
Ref. Number: P95000035987

We have received your document for G & B MEDICAL ASSISTANCE CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 895A00033430

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT**

95 JUL 20 PM 1:58

**TO**

**ARTICLES OF INCORPORATION**

**OF**

**G & B MEDICAL ASSISTANCE CORPORATION**

Pursuant to the provisions of Sections 621.13, 607.1001, and 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

**ARTICLE I.**

Article I will be *deleted* in its *entirety* and replaced with a new Article I, to read as set forth below.

Article I

Name

The name of the Corporation is **M & B MEDICAL ASSISTANCE CORPORATION.**

Article VII will be deleted in its entirety and replaced with a new Article VII, to read as set forth below.

Article VII

Director(s)

The Corporation shall have two (2) directors, although the number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name(s) and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Frederick J. Bergmann	3304 W. Harborview Avenue Tampa, Florida 33611

Director

John H. McCoskrie

19625 N.E. 19th Avenue  
N. Miami Beach, Florida  
33179

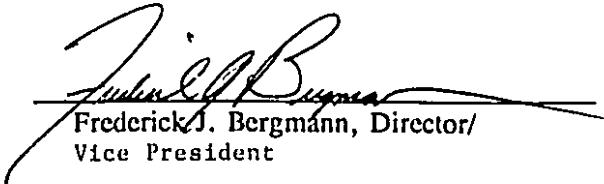
## ARTICLE II.

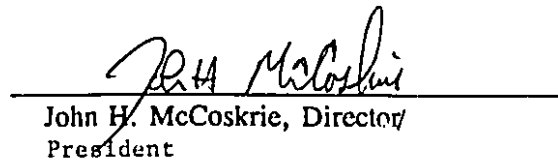
The date of each amendment's adoption is May 20, 1995.

## ARTICLE III.

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this May 20, 1995.

  
Frederick J. Bergmann, Director/  
Vice President

  
John H. McCoskrie, Director/  
President