

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0191 FAX

800-142-8086



P95000044409

ACCOUNT NO. : 0721000000032

REFERENCE : 612303 86901P

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 8, 1995

ORDER TIME : 11:30 AM

ORDER NO. : 612303

CUSTOMER NO: 86901P

CUSTOMER: Mr. Ellen Melnick
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
66 Luckie Street
Suite 604
Atlanta, GA 30303

JUN 6 1995, BSB

DOMESTIC FILING

NAME: MIDTOWN DIAGNOSTIC SERVICES,
INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph
EXAMINER'S INITIALS: _____

RECEIVED
95 JUN -8 PM 12:07
FILED
95 JUN -8 PM 3:53
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FILED
95 JUN -8 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIDTOWN DIAGNOSTIC SERVICES, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name that satisfies the requirements of Section 607.0401 is: **MIDTOWN DIAGNOSTIC SERVICES, INC.**

SECOND: The address of the principal office, and mailing address is:
201 West Main Street, Louisville, Kentucky 40202

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value.

FOURTH: The street address of the initial registered office of the Corporation is: C/O The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301; and the name of its initial registered agent at such address is: The Prentice-Hall Corporation System, Inc.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and address of the persons who are to serve as directors until the first annual meeting to shareholders or until their successors are elected and shall qualify are:

Stephen T. Braun	201 West Main Street Louisville, KY 40202
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David C. Colby	201 West Main Street Louisville, KY 40202
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Richard A. Schweinhart	201 West Main Street Louisville, KY 40202
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Page Two
Articles of Incorporation
MIDTOWN DIAGNOSTIC SERVICES, INC.

SIXTH: The name and address of the incorporator is:

Elizabeth L. Burrow 201 West Main Street
Louisville, KY 40202

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 10TH DAY OF MAY, 1995.

INCORPORATOR:

By: Elizabeth L. Burrow
Elizabeth L. Burrow

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: THE PRENTICE-HALL CORPORATION SYSTEM, INC. IS FAMILIAR
WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

DATED: May 11th, 1995

By: Charles A. Cagle

P9500044409



ACCOUNT NO. : 0721000000012
REFERENCE : 625531 86901P
AUTHORIZATION :
COST LIMIT : 0 PREPAID

FILED
JUN 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ORDER DATE : June 23, 1995
ORDER TIME : 12:15 PM
ORDER NO. : 625531
CUSTOMER NO: 86901P

600001522086
-06/23/95--01071--004
*****87.50 *****87.50

CUSTOMER: Mr. Mitch Earle
Prentice Hall Legal &
66 Luckie Street
Suite 604
Atlanta, GA 30303

DOMESTIC FILINGS

NAME: MIDTOWN DIAGNOSTIC SERVICES,
INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

Vol DIS
ORC
6/23

ARTICLES OF DISSOLUTION

To the Department of State
State of Florida

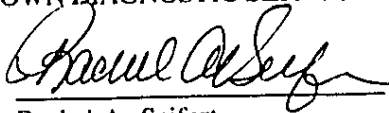
Pursuant to Section 607.1401 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Dissolution.

- FIRST: The name of the corporation is: Midtown Diagnostic Services, Inc.
- SECOND: The date dissolution was authorized is: June 16, 1995.
- THIRD: None of the corporation's shares have been issued.
- FOURTH: No debt of the corporation remains unpaid.
- FIFTH: A majority of the initial directors authorized the dissolution of the corporation.

Executed on June 16, 1995.

MIDTOWN DIAGNOSTIC SERVICES, INC.

By:



Rachel A. Seifert
Vice President

FILED
95 JUN 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA