

P95000045357

HOLTZMAN, KRINZMAN, EQUELS, SIGARS & FURIA

ATTORNEYS AT LAW

8801 SOUTH BAYSHORE DRIVE

SUITE 800

MIAMI, FLORIDA 33133

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9886

June 2, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Outpatient Diagnostics, Inc.
Our File No. 95-1232

EFFECTIVE DATE

Dear Sir or Madam:

6-3-95

Enclosed please find an original and one copy of Articles of Incorporation of Outpatient Diagnostics, Inc., a Florida corporation. Also enclosed is a check for \$122.50 made payable to the Department of State for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

700001507507
-06/07/95--01076--020
****122.50 ****122.50

Very truly yours,

HOLTZMAN, KRINZMAN, EQUELS,
SIGARS & FURIA

Judy L. Wikel

Judy L. Wikel
Legal Assistant

/jlw
Enclosures

WPWIN-26958

JUN 12 1995

EFFECTIVE DATE
6-2-95

**ARTICLES OF INCORPORATION
OF
OUTPATIENT DIAGNOSTICS, INC.**

The undersigned, acting as incorporator of Outpatient Diagnostics, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Outpatient Diagnostics, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

8306 Mills Drive, Suite 634
Miami, Florida 33183

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on June 2, 1995.

ARTICLE IV. PURPOSE

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is HKES&F Registered Agent Corp.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
John A. Mattera	2870 Hampton Circle West Delray Beach, Florida 33445
Robert P. Burgeson	8306 Mills Drive, Suite 634 Miami, Florida 33183
Tracey F. Burgeson	8306 Mills Drive, Suite 634 Miami, Florida 33183

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Arthur J. Furia	2601 South Bayshore Drive Suite 600 Miami, Florida 33133
-----------------	--

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of

indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

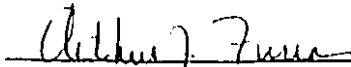
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this ____ day of June, 1995.



Arthur J. Furia, Incorporator

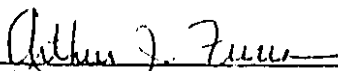
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Outpatient Diagnostics, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Miami, State of Florida, has named HKES&F Registered Agent Corp., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Arthur J. Furia, Vice President
HKES&F Registered Agent Corp.

P95000045352

OFFICE USE ONLY (Document #)

Banker's Medical Acquisition

Post Office Box 861
Boca Raton, Florida 33420

(Address)

(City, State, Zip)

(Phone #)

800001516698
-06/19/95--01055--015
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*To correct the
spelling of one of
the names of the
initial directors*

*Amend
6/26
JS*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 JUN 19 AM 11:37
TALLAHASSEE, FLORIDA

OUTPATIENT DIAGNOSTICS, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: PLEASE SEE ATTACHED PAGE.
The names and street addresses of the initial directors are: Ann A. Mattera, 2870 Hampton Circle West, Delray Beach, Florida 33445; Robert P. Burgeson, 8306 Mills Drive, Suite 634, Miami, Florida 33183; Tracey F. Burgeson, 8306 Mills Drive, Suite 634, Miami, Florida 33183.

PLEASE SEE ATTACHED.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: JUNE 3, 1995.

FOURTH: Adoption of Amendment(s) (check one)

☐ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

(continued)

FEB 14 1993

4:49PM

E K E S L F

NO. 9573

P 2

Article VII. of the Articles of Incorporation of Outpatient Diagnostics, Inc. shall be deleted in its entirety and replaced with the following:

"ARTICLE VII. INITIAL BOARD OF DIRECTORS"

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ann A. Martera	2870 Hampton Circle West Delray Beach, Florida 33445
Robert P. Burgeson	8306 Mills Drive, Suite 634 Miami, Florida 33183
Tracey F. Burgeson	8306 Mills Drive, Suite 634 Miami, Florida 33183

05/14/95

16:17

CSC/PHILIPS 904 222 0393

004

Signed this 14 day of JUNE, 19, 95.

OUTPATIENT DIAGNOSTICS, INC.
(Corporation Name)

By

John A. Mattera
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
(A director or incorporator if adopted by the directors or incorporators)

JOHN A. MATTERA

(Typed or printed name)

CHAIRMAN OF THE BOARD

(Title)

HOLTZMAN, KRINZMAN, EQUELS & FURIA

ATTORNEYS AT LAW

2801 SOUTH BAYSHORE DRIVE

SUITE 400

MIAMI, FLORIDA 33133

TELEPHONE (305) 859-7700

TELEFAX (305) 859-9996

16 WEST PINE STREET

MIAMI, FLORIDA 33131

TELEPHONE (407) 839-0062

TELEFAX (407) 839-2150

April 2, 1996

REPLY TO

MIAMI

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

200001771492
-04/08/96--01007--004
*****87.50 *****87.50

Re: Outpatient Diagnostics, Inc.
File No. 96-1102

Dear Sir or Madam:

Enclosed is an original and one copy of a Resignation of Registered Agent for Outpatient Diagnostics, Inc., a Florida corporation. Also enclosed is our check in the amount of \$87.50 for payment of the filing fee.

Please file the Resignation as per the regular procedures and return the stamped copy in the self-addressed stamped envelope enclosed for your convenience.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter
Legal Assistant

/jwb
Enclosures

WPWIN-38803

36 APR - 5 PM 11:20
TALLAHASSEE, FLORIDA

Judy Wikel Baxter
11-5-96
P95000045352

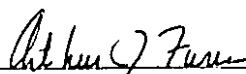
FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT
FOR OUTPATIENT DIAGNOSTICS, INC.

Pursuant to the provisions of Section 607.1502(2), Florida Statutes, the undersigned, HKE&F Registered Agent Corp., hereby resigns as Registered Agent for Outpatient Diagnostics, Inc., a Florida corporation.

A copy of this resignation was mailed to the above-listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



Arthur J. Furia, Vice President
HKE&F REGISTERED AGENT CORP.

FILING FEE FOR THIS DOCUMENT:

\$87.50 - Active Corporation
\$35.00 - Administratively Dissolved Corporation

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Moorthy
Secretary of State

May 14, 1996

P95000045352

OUTPATIENT DIAGNOSTICS, INC.
8306 MILLS DRIVE
SUITE 634
MIAMI, FL 33183

SUBJECT: OUTPATIENT DIAGNOSTICS, INC.
Ref. Number: P95000045352

Our records indicate the registered agent for the above named corporation resigned on April 5, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 26, 1996

OUTPATIENT DIAGNOSTICS, INC.
8306 MILLS DRIVE
SUITE 634
MIAMI, FL 33183

SUBJECT: OUTPATIENT DIAGNOSTICS, INC.

Document #: P95000045352

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 196A00036112



CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for OUTPATIENT DIAGNOSTICS, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of July 26, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000045352.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-sixth day of July, 1996



CR2EO22 (1-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State