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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072 0000032

REFERENCE : 628350 86901D

AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : June 28, 1995

ORDER TIME : 1:55 PM

ORDER NO. : 628350

CUSTOMER NO: 86901D

400001526204

CUSTOMER: Mr. John S. Hoenigmann  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES  
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: AMS ACQUISITION CORP.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN JUN 29 1995

FILED  
95 JUN 28 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AMS ACQUISITION CORP.

FILED  
95 JUN 28 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is AMS Acquisition Corp.

SECOND: The street address, wherever located, of the principal of the Corporation is 777 S. Flagler Drive, West Palm Beach, Florida 33401.

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are with a par value of \$.01 each, and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Michael D. Karsch

c/o Bachner, Tally, Polevoy & Misher LLP  
380 Madison Avenue  
New York, New York 10017

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are

convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation, and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

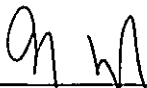
SEVENTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act are as follows: to have all the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depleting or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 27, 1995

  
\_\_\_\_\_  
Michael D. Karsch, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Havner Asst. Secy  
Marcia A. Havner, Assistant Secretary

Date: 6/28/95

FILED  
JUN 28 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF NEW YORK)

) SS.:

COUNTY OF )

On this 27<sup>th</sup> day of June, 1995, before me, a Notary Public in and for the State and County aforesaid, personally appeared Michael D. Karsch, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of AMS Acquisition Corp. and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.

Patricia A. Joseph  
Notary Public

Commission expires:

PATRICIA A. JOSEPH  
Notary Public, State of New York  
No. 4793312  
Qualified in Suffolk County  
Commission Expires July 31, 1995

[Notarial Seal]



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

**P95000050771**

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMS ACQUISITION CORP., a Florida corporation, P95000050771

INTO

ALMAND MEDICAL SERVICES, INC. which changed its name to

**SALISBURY IMAGING INC.**, a Florida corporation, H55499

File date: August 24, 1995

Corporate Specialist: Joy Moon-French