

P95000055635

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CLARENCE F. FRAZIER  
OF COUNSEL

July 11, 1995

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(904) 354-1234  
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(904) 354-1247

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

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-07/17/95--01034--014  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Innovative Imaging of Mandarin, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Innovative Imaging of Mandarin, Inc.

Please file the original of the Articles, and certify and return the copy to me. Enclosed is check number 10777 in the amount of \$122.50 computed as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

TOTAL.... \$122.50

Thank you for your assistance. Please do not hesitate to contact me if you have any questions or require any additional information.

Very truly yours,

Jonathan L. Hay  
Jonathan L. Hay

JLH/eb  
Enclosures  
c: Kenneth W. Paulk

7/19/95  
eb  
(75)

**ARTICLES OF INCORPORATION  
OF  
INNOVATIVE IMAGING OF MANDARIN, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

Section 1.1. Name. The name of this corporation shall be Innovative Imaging of Mandarin, Inc.

**Article II  
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 3810-4 Williamsburg Park Boulevard, Jacksonville, Florida 32257.

**Article III  
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV  
Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Kenneth W. Paulk  
1300 Riverplace Boulevard, Suite 300  
Jacksonville, Florida 32207

**Article V**  
**Incorporator**

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Kenneth W. Paulk  
1300 Riverplace Boulevard, Suite 300  
Jacksonville, Florida 32207

**Article VI**  
**Duration**

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on July 10, 1995.

**Article VII**  
**Purposes**

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

Section 8.1. Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Paul Robinson  
3810-4 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

Sue Weinberg  
3810-4 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

Irwin Bloom  
3810-4 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

Hugh Connerty  
3810-4 Williamsburg Park Boulevard  
Jacksonville, Florida 32257

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **Article IX** **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **Article X** **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 10 day of July, 1995.

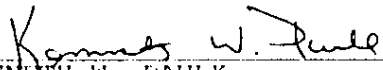
  
KENNETH W. PAULK

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,  
Florida Statutes, the following is submitted:

Innovative Imaging of Mandarin, Inc., desiring to organize or  
qualify under the laws of the State of Florida hereby designates  
Kenneth W. Paulk as its registered agent to accept service of  
process within the State of Florida and the address of its  
registered office shall be 1300 Riverplace Boulevard, Suite 300,  
Jacksonville, Florida 32207.

DATED this 10 day of July, 1995.

  
KENNETH W. PAULK

Having been named as registered agent 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.

DATED this 10 day of July, 1995.

  
KENNETH W. PAULK

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 1, 1996

INNOVATIVE IMAGING OF MANDARIN, INC.  
3810-4 WILLIAMSBURG PARK BLVD.  
JACKSONVILLE, FL 32257

00000113352000  
-05/24/96--01100--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: INNOVATIVE IMAGING OF MANDARIN, INC.  
Ref. Number: P95000055635

We have received your document; however, the document **has not been filed** and is being returned for the following. If the requested corrections are made and the annual report is returned within 30 days from the date of this letter, you may disregard the second notice and late fee.

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

**NOTE: YOU HAVE 30 DAYS FROM THE DATE OF THIS LETTER TO MAKE THE CORRECTIONS AND RETURN THE DOCUMENT AND NOT HAVE TO PAY THE LATE FEE OF \$25.00.**

**PLEASE RETURN A COPY OF THIS LETTER WITH THE CORRECTED DOCUMENT TO: DIVISION OF CORPORATIONS, P.O. BOX 13900, TALLAHASSEE, FLORIDA 32317.**

If you have additional questions or need further assistance, please call the Division of Corporations at (904) 488-9000.

ANNUAL REPORTS SECTION

Letter number: 996A00020894

/vw

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FILED  
MAY -9 AM 11:06  
TALLAHASSEE, FLORIDA

FILED

96 MAY -9 AM 11:06

ARTICLES OF AMMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
INNOVATIVE IMAGING OF MANDARIN, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

- FIRST: Article I Section 1.1 is amended as follows: Name. The name of this corporation shall be First Coast Imaging of Mandarin, Inc.
- SECOND: The date of the adoption of this amendment is: July 28, 1995.
- THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 6th day of May, 1996

Signature: \_\_\_\_\_

\_\_\_\_\_  
TYPED OR PRINTED NAME

\_\_\_\_\_  
TITLE