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JOHN N. GIORDANO  
JEFFREY P. GREENBERG  
RICHARD B. MADLOW  
LISA A. HOPPE

\*Admitted only in Tennessee

PAUL L. HUEY  
DAVID M. JEFFRIES  
CHRISTINE M. POLANS  
JEREMY P. ROSS  
JOHN F. RUDY, II  
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ALICIA J. SCHUMACHER  
DANIEL H. SHERMAN, IV  
H. BRADLEY STAGGS  
RANDY K. STERN  
JEFFREY W. WARREN  
PAUL D. WATSON  
DAVID B. WILLIAMS

August 2, 1995

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

Re: HealthWorks Diagnostic Services, Inc.  
Our File No. WOFC-5

Gentlemen:

On behalf of our captioned client, enclosed are an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$70.00 in payment of the following charges:

1.	Filing Fee for Articles of Incorporation	\$35.00
2.	Registered Agent Fee	<u>35.00</u>
		\$70.00

Please file the original Articles of Incorporation and the certificate designating Registered Agent and date stamp and return to me the extra copy so that I may have proof of filing.

Thank you for your help in this matter. If you have any questions, please call me directly.

EFFECTIVE DATE

AUG 2 1995

Yours truly,

David M. Jeffries

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

DMJ:bww

Enclosures

cc: M. T. Wood, Jr  
(with enclosures)

79675.01

ARTICLES OF INCORPORATION  
OF  
HEALTHWORKS DIAGNOSTIC SERVICES, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is HealthWorks Diagnostic Services, Inc., and its principal office and mailing address is 100 Galleria Parkway, Suite 400, Atlanta, Georgia, 30339.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 2, 1995.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

EFFECTIVE DATE

AUG 2 1995

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#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.0001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida, 33602, and the initial registered agent of the corporation at such address is David M. Jeffries.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

##### Name

Barbara W. Williams

##### Address

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 2nd day of August, 1995.

Barbara W. Williams (SEAL)  
Barbara W. Williams

79675.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, HealthWorks Diagnostic Services, Inc., desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida, 33602, the business office of its Registered Agent, as its Registered Office.

HealthWorks Diagnostic Services, Inc.

By Barbara W. Williams  
Barbara W. Williams  
Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

David M. Jeffries  
David M. Jeffries

79675.01

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BUSH ROSS GARDNER WARREN & HUDY, P.A.

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RANDY A. STINNS  
JEFFREY W. WARREN  
PAUL D. WATSON  
DAVID B. WILLIAMS

September 18, 1995

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: HealthWorks Diagnostic Services, Inc.  
Amendment to Articles of Incorporation  
Our File: WOFC-5

Dear Sir or Madam:

On behalf of our captioned client, enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of HealthWorks Diagnostic Services, Inc., changing its authorized shares from 7,500 to 50,000,000. Also enclosed is our firm's check in the amount of \$35.00 for costs of filing the amendment.

After the amendment has been filed, please provide proof of filing by date stamping and returning the enclosed extra copy of the amendment to me in the enclosed self-addressed, stamped envelope. If you have any questions, please call me.

Sincerely,

*Barbara Williams*

Barbara W. Williams  
Legal Assistant to  
David M. Jeffries

Enclosures

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SHARON L. TATA  
SEP 21 1995

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
HEALTHWORKS DIAGNOSTIC SERVICES, INC.

HealthWorks Diagnostic Services, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting in lieu thereof the following:

"ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with a par value of \$.0001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

2. The foregoing amendment shall become effective as of the date of filing with the Department of State of the State of Florida.

3. The amendment recited above has been duly adopted on August 29, 1995, in accordance with the provisions of §607.105 Florida Statutes, by the Corporation's sole incorporator. Because the Corporation has no shareholders, approval of the Corporation's sole incorporator constitutes sufficient approval of the amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be prepared under the signature of its Incorporator this 29th day of August, 1995.

HealthWorks Diagnostic Services, Inc.

By: Barbara W. Williams  
Barbara W. Williams  
Incorporator