

P9500006274
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WASHINGTON, D.C. OFFICE
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WASHINGTON, D.C. 20004-2801
800-628-2838
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93 AUG 25 AM 11:41

COLUMBUS, OHIO OFFICE
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COLUMBUS, OHIO 43215-4221
614-221-2838
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NORTHERN KENTUCKY OFFICE
THOMAS MORRIS CENTER
2670 CHANCELLOR DRIVE
CHERRYVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
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August 24, 1995

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

600001570076
-08/25/95--01075--014
***122.50 ***122.50

RE: Southwest Florida Breast Diagnostic, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation along with the Appointment and Acceptance of Statutory Agent to be filed with your office for the above named corporation. I would appreciate if you would have these filed on my behalf by the end of business today, returning a time-stamped copy of it to my office in the enclosed self-addressed stamped envelope.

Also, please find enclosed a check in the amount of \$122.50 to cover all filing fees and costs.

Should you have any questions, please feel free to contact my office.

Very truly yours,

Maria L. Hinkel

Maria L. Hinkel
Paralegal

MLH/kn
Enclosures

cc: Robert E. Rich, Esq.
Tammy P. Hamzehpour, Esq.
Scott E. Wiegand, Esq.

8/28

ARTICLES OF INCORPORATION
OF SOUTHWEST FLORIDA BREAST DIAGNOSTICS, INC.

The undersigned, a natural person and citizen of the State of Florida desiring to form a corporation for profit under Chapter 607, Florida Statutes, does hereby certify as follows:

FIRST. The name of the Corporation shall be SOUTHWEST FLORIDA BREAST DIAGNOSTICS, INC. (the "Corporation").

SECOND. The place in the State of Florida where the Corporation's principal office is to be located is 3680 Broadway, Fort Myers, Florida 33901.

THIRD. The address of the initial registered office of the Corporation shall be 3680 Broadway, Fort Myers, Florida 33901, and the name of its registered agent at that office is Michael J. Carron, M.D.

FOURTH. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Chapter 607, Florida Statutes.

FIFTH. The total number of shares of all classes which the Corporation shall be authorized to issue is one thousand (1,000) shares of Common Stock without par value.

SIXTH. The Corporation shall have the right to acquire, hold, sell and dispose of shares of its own capital stock or rights thereto to such extent, in such manner and upon such terms as the Corporation's Board of Directors shall, from time to time, determine or in any other manner authorized by law.

SEVENTH. Any amendment hereto, including any that could be adopted by the Board of Directors of this Corporation, and any other matter to be voted upon by the shareholders may be adopted at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitled under these Articles to exercise a majority of the voting power of this Corporation on such proposal.


EIGHTH. No transaction between this Corporation and any other corporation or other entity shall in any way be affected or invalidated by the fact that any director of this Corporation has an interest in such other corporation or entity, including being a director or officer of the same, provided that the fact that the interest exists shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; any director who has such an interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such transactions, and may vote thereat to authorize such transaction, with like force and effect as if he were not so interested.

NINTH: Each person who is or was a director, officer or employee of the Corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation to the fullest extent permitted by the Ohio General Corporation Law against any liability, cost or expense incurred by him in his capacity as such a director, officer or employee, or arising out of his status as such a director, officer or employee (including serving at the request of the Corporation as a director, trustee, officer, employee, member, manager or agent of another corporation, domestic or foreign, nonprofit or for profit, a limited liability company, or a partnership, joint venture, trust or other enterprise).

TENTH: No holder of any shares of the Corporation of any class now or hereafter authorized shall have any right as such holder to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class, now or hereafter authorized, or any securities convertible into or exchangeable for any such shares.

ELEVENTH: The name and address of the sole incorporator of the Corporation are: Michael J. Carron, M.D., 3680 Broadway, Fort Myers, Florida 33901.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name this 10th day of August, 1995.




Michael J. Carron, M.D.
Sole Incorporator

ARTING BBA


ORIGINAL APPOINTMENT OF REGISTERED AGENT

KNOW ALL MEN BY THESE PRESENTS, that Michael J. Carron, M.D., 3680 Broadway, Fort Myers, Lee County, Florida a natural person and resident of said county, is hereby appointed as the person on whom process, tax notices and demands against Southwest Florida Breast Diagnostics, Inc. may be served.


Michael J. Carron, M.D.
Incorporator

ACCEPTANCE OF APPOINTMENT OF STATUTORY AGENT

The undersigned, Michael J. Carron, M.D., as named in the Original Appointment of Registered Agent for Southwest Florida Breast Diagnostics, Inc., hereby states that he is familiar with, and accepts, such appointment and the obligations of that position.


Michael J. Carron, M.D.
Registered Agent