

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



P96000033629

ACCOUNT NO. : 072100000032

REFERENCE : 916544 1579E

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
SECTION OF STATE
DIVISION OF CORPORATIONS
05 APR 12 AM 8:59

ORDER DATE : April 12, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 916544

100001778311

CUSTOMER NO: 1579E

CUSTOMER: Ms. Sherry Logsdon
FOLEY & LARDNER

P. O. Box 3391

Tampa, FL 33601-3391

FAX
RUSH

DOMESTIC FILING

NAME: TOWER DIAGNOSTIC CENTER OF
BRANDON, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

~~313-221-16909~~
313-221-4210
ATTN: KATHY MONDAY
W96-7962

167
544

RECEIVED
05 APR 12 AM 10:49
DIVISION OF CORPORATIONS

4/12/96

51
4/18



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: TOWER DIAGNOSTIC CENTER OF BRANDON, INC.
Ref. Number: W96000007962

RESUBMIT

Please give original
submission date as file date.

We have received your document for TOWER DIAGNOSTIC CENTER OF BRANDON, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00016909



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: TOWER DIAGNOSTIC CENTER OF BRANDON, INC.
Ref. Number: W96000007962

RESUBMIT

Please give original
submission date as file date.
12th

We have received your document for TOWER DIAGNOSTIC CENTER OF BRANDON, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 296A00017331

RECEIVED
95 APR 15 PM 3:16
DIVISION OF CORPORATIONS

FROM FOLEY & LARDNER TAMPA

(MON) 4.15'96 9:25/ST. 9:23/NO. 3701000128 P 2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1996

LARS A. THURMAN
TOWER DIAGNOSTIC CENTER
4719 N. HABANA AVE.
TAMPA, FL 33614

The name TOWER DIAGNOSTIC CENTER OF BRANDON, INC. has been reserved for 120 days beginning January 3, 1996. The reservation number is R9600000033 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 896A00000237

**ARTICLES OF INCORPORATION
OF
TOWER DIAGNOSTIC CENTER OF BRANDON, INC.**

THE UNDERSIGNED, acting as sole incorporator of TOWER DIAGNOSTIC CENTER OF BRANDON, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

TOWER DIAGNOSTIC CENTER OF BRANDON, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be Thirty Thousand (30,000) shares, consisting of a two classes of common stock having a par value of \$0.01 per share, as follows:

<u>Class</u>	<u>No. of Shares Authorized</u>
A	15,000
B	15,000

Class A and Class B shall share equally, as a class, in any dividends and distributions upon liquidation.

Each share of Stock shall have one vote on all matters coming before the Shareholders. Except as otherwise provided in Article VIII, concerning the election of Directors, in all matters coming before the Shareholders, adoption shall require the approval of a majority of each of the Class A and the Class B Shares, unless a greater number is required by the Bylaws.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE IV
No Preemptive Rights

Shareholders of the Corporation shall not have preemptive rights to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock of the Corporation, whether now or hereafter authorized.

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 4719 North Habana Avenue, Tampa, Florida 33614. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is

511 West Bay Street
Tampa, Florida 33606

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 200 Laura Street, Jacksonville, Florida 32202-3527 and the initial Registered Agent at such address is F & L Corp.

ARTICLE VIII
Initial Board of Directors

The Corporation shall have five members of the Board of Directors. At the annual meeting of the Shareholders occurring in even-numbered years, the holders of the Class A Shares shall be entitled to elect three directors and the holders of the Class B Shares shall be entitled to elect two directors. At the annual meeting of the Shareholders occurring in odd-numbered years, the holders of the Class A Shares shall be entitled to elect two directors and the holders of the Class B Shares shall be entitled to elect three directors. Vacancies on the Board of Directors occurring between annual meetings of the shareholders shall be filled by the vote of the holders of the class of shareholders who elected the director or directors whose position became vacant.

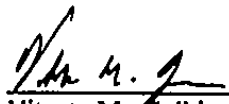
The names and addresses of the persons who are to serve as the initial Directors and until successor Directors are elected and shall qualify are as follows:

<u>Class</u>	<u>Name</u>	<u>Address</u>
A	Stephen A. Stenzler	511 West Bay Street Tampa, Florida 33606
A	Laurence Grundy	511 West Bay Street Tampa, Florida 33606
A	Bharat U. Patel	511 West Bay Street Tampa, Florida 33606
B	John D. McTaggart	511 West Bay Street Tampa, Florida 33606
B	Mark D. Nanni	511 West Bay Street Tampa, Florida 33606

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Vitauts M. Gulbis, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 11th day of April, 1996.



Vitauts M. Gulbis,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 11th day of April, 1996.

F & L CORP.

By: 

Martin A. Traber, Vice President.

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