

P96000035287

J. THOMAS DUNN, JR.
LEON H. HANDLEY
RICHARD W. LARSEN
JOHN L. NEWELL
DAVID W. ROQUEMORE, JR.
ROBERT B. GREEN
W. MAURIN HART, III
RONALD L. HARRON
FRANCIS E. DIERCE, III
PETER N. SMITH
DAVID H. FALDIAD
J. BRIAN DAVID
MICHAEL V. HARRIS, M.D.
STEVEN H. PRESTON
PAUL D. RANG, D.M.D.

Parney & Handley, P.C.
ATTORNEYS AND COUNSELORS AT LAW

TWO LANDMARK CENTER
888 EAST HOBBS STREET
SUITE 400
P.O. BOX 1273
ORLANDO, FLORIDA 32802-1273
TEL 407 / 843-8800
FACSIMILE 407 / 843-4941

April 17, 1996

*ALSO MEMBER OF GA BAR
*ALSO MEMBER OF CT BAR

OUR REFERENCE

96-082

Secretary of State
State of Florida
The Capitol
Tallahassee, FL 32399-0250

8100001788378
-04/22/96--01040--007
*****78.75 *****78.75

RE: Incorporation of Modern Diagnostic Imaging, Inc.

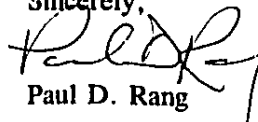
Gentlemen:

Enclosed please find the Articles of Incorporation and a Certificate of Designation of Registered Agent for Modern Diagnostic Imaging, Inc. Also enclosed is our check in the amount of \$78.75 to cover the following costs:

- | | | |
|----|-------------------------------|---------|
| 1. | Filing fee: | \$35.00 |
| 2. | Registered Agent Designation: | \$35.00 |
| 3. | Certificate of Status | \$ 8.75 |

Thank you for your assistance in this matter.

Sincerely,


Paul D. Rang

Enclosures

PDR/hjm

FILED
APR 19 1996
FBI - TAMPA

GB 4/23/96

ARTICLES OF INCORPORATION

OF

MODERN DIAGNOSTIC IMAGING, INC.

I, the undersigned Incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is **MODERN DIAGNOSTIC IMAGING, INC.**

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of this Corporation is 225 East Robinson Street, Suite 450, Orlando, Florida, 32801, and the name of the initial registered agent of this Corporation at that address is **PAUL D. RANG**.

ARTICLE V

The street address of the principal place of business and mailing address of this Corporation shall be 1506 Village Oak Lane, Kissimmee, FL 34746.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Paul D. Rang	225 East Robinson Street Suite 450 Orlando, FL 32801

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

<u>Name</u>	<u>Address</u>
Shelia S. Dann	1506 Village Oak Lane Kissimmee, FL 34746

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

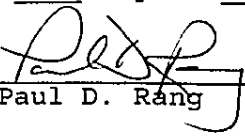
Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 10th day of April, 1996.


Paul D. Rang

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 10th day of April, 1996, by Paul D. Rang who has produced a drivers license as identification and did not take an oath.

(SEAL)

Hope Jena Mutter
Notary Public - State of Florida

My Commission Expires:



OFFICIAL SEAL
HOPE JENA MUTTER
My Commission Expires
May 2, 1997
Comm. No. CC 281571

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is MODERN DIAGNOSTIC IMAGING, INC.
2. The name and address of the registered agent and office is Paul D. Rang, 225 East Robinson Street, Suite 450, Orlando, Florida 32801.

Paul D. Rang
Signature

Incorporated
Title

4/10/96
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Paul D. Rang
Signature

4/10/96
Date

96 APR 19 PM 3:59
FILED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

JO. THOMAS GURNEY (1901-1992)
LEON H. HANDLEY
RICHARD W. LABBITEN
JOHN L. BEWELL
DAVID J. REMORE, JR.
ROBERT B. DORRAN
W. MARVIN LIND III
FRANCIS J. PITT
PETER N. SMITH
RICHARD E. O'NEGAN
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TEL. 407 / 543-9800
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*ALSO MEMBER OF DA BAR
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February 3, 1997

OUR REFERENCE

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Secretary of State
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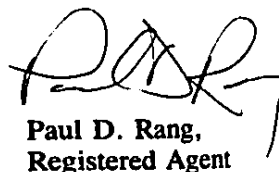
RE: Modern Diagnostic Imaging, Inc.

Dear Gentlemen:

Please note that the corporate mailing address for Modern Diagnostic Imaging, Inc., corporate number P96000035287 has been changed. The new address effective immediately is:

Modern Diagnostic Imaging, Inc.
Suite 1-A
6388 Silver Star Road
Orlando, FL 32818

Sincerely,


Paul D. Rang,
Registered Agent

KS 2/1