

P96 000037571

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RAIS RADIOLOGIC SERVICE, INC.

800001762768  
-03/29/96--01064--012  
\*\*\*\*122.50 \*\*\*\*122.50

FILING FEE	\$ 35.00
CERTIFIED COPY	52.50
REGISTERED AGENT DESIG.	35.00

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TOTAL \$ 122.50

Please mailed to MASTER TAX, 3830 CURRY FORD RD. ORLANDO FL 32806  
any question, call 407-896-2118 (Humberto Collazo).

Thank You.

Humberto Collazo

W96-7385

AL MAY - 1 1996.

FILED  
96 MAY - 1 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 5, 1996

MASTER TAX  
3830 CURRY FORD ROAD  
ORLANDO, FL 32806

SUBJECT: RALS RADIOLOGIC SERVICE, INC.  
Ref. Number: W96000007385

We have received your document for RALS RADIOLOGIC SERVICE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 696A00015637

CERTIFICATE OF INCORPORATION

FILED  
96 MAY -1 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation shall be:

**RALS RADIOLOGIC SERVICES, INC.**

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater as may be required by law, each share of Common Stock shall have the par value of (\$1.00) One Dollar each.

## ARTICLE FIVE

### NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United State of America. The Stockholders of this Corporation may, from time to time and at any time, increase or diminish the size of the Bord of Directors times have a minimum of one Director.

## ARTICLE SIX

### CLASSES OF DIRECTORS

The by laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

## ARTICLE SEVEN

### AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## ARTICLE EIGHT

### CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.

- B. Authorized: The maximum number of shares of Common Stock: 10,000 shares.
- C. Par Value: Each share of Common Stock shall have the par value of: (\$1.00) One Dollar each.
- D. Consideration: Shares of Common Stock may be issue in exchange for cash, real property, labor of services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of cumulative voting.
- G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.
- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations.

## ARTICLE NINE

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:  
Required percentage: 51%
2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation; Required percentage: 51%
3. Merger or consolidation of this Corporation into or with any other Corporation: Required percentage: 51%
4. Voluntary dissolution of this Corporation: Required percentage: 51%

PRE- EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as a right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase, stock, may be issued and disposed of by the Board of Directors to such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

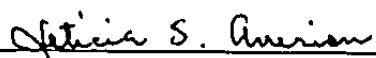
STOCKHOLDERS AND DIRECTORS

	<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
PRESIDENT:	ROGELIO A. AVERION M.D.	1391 TADSWORTH TERR.	(10,000)
		HEATHROW, FL 32746	
VICE-PRESIDENT:	LETICIA SINGSON AVERION	1391 TADSWORTH TERRACE	
		HEATHROW, FL 32746	
SECRETARY:	LETICIA SINGSON AVERION	SAME AS ABOVE	
TREASURER:	ROGELIO A. AVERION M.D.	SAME AS ABOVE	
INCORPORATOR:	ROGELIO A. AVERION M.D.	1391 TADSWORTH TERRACE	
		HEATHROW, FL 32746	
	LETICIA SINGSON AVERION	1391 TADSWORTH TERRACE	
		HEATHROW, FL 32746	

### INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents, or former Directors, Officers, Employees or Agents, or any person who may have served at its request as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint venture, trust or other enterprise in which it owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any Judgements, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be omitted while being or having been such Director, Officer, Employee or Agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, Employee or Agent was in any substantial way derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which may be lawfully granted to him.

  
\_\_\_\_\_  
ROGELIO A. AVERION M.D.

  
\_\_\_\_\_  
LETICIA SINGSON AVERION

  
\_\_\_\_\_  
HUMBERTO COLLAZO (NOTARY PUBLIC)





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes the following is  
submitted, in compliance with said Act:

THAT **RALS RADIOLOGIC SERVICES, INC.**

desiring to organize under the laws of the State of Florida, with  
its principal office, as indicated in the Articles of Incorporation  
at the City of Miami, County of Dade, State of Florida, has named:  
I'm accepting being, registered agent.

*Rogelio A. Averion* M.D. at  
**ROGELIO A. AVERION M.D.** (Registered agent)

**1391 TADSWORTH TERRACE  
HEATHROW, FL 32746.**

Mailing address (407) 829-6558

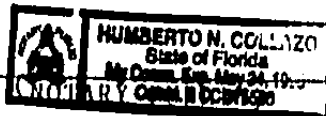
~~Business Address: The Same~~

as its agent to accept service of process within this State.

*Rogelio A. Averion* M.D.  
**ROGELIO A. AVERION M.D.**

*Leticia S. Averion*  
**LETICIA SINGSON AVERION**

*Humberto N. Collazo*  
**HUMBERTO COLLAZO**



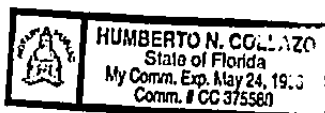
Have been named to accept service of process for the above stated  
Corporation, at the place designated in this capacity and agree to  
comply with the provisions of said Act relative to keeping open  
said office.

*Rogelio A. Averion* M.D.  
**ROGELIO A. AVERION M.D.**

*Leticia S. Averion*  
**LETICIA SINGSON AVERION**

*Humberto N. Collazo*  
**HUMBERTO COLLAZO**

(NOTARY PUBLIC)



FILED  
56 MAY -1 PM 1:09  
TALLAHASSEE, FLORIDA