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**DAVID A. LUCZAK**

*Attorney at Law  
and  
Counselor*

*Attorney at Law, P.A.*



*3233 East Bay Drive, Suite 103  
Largo, Florida 33771-1900  
Telephone: (813) 531-8989  
Facsimile: (813) 536-8185*

August 30, 1996

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-09/04/96 -01086 --007  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
6-29-96

Secretary of State  
Division of Corporations  
Box 6327  
Tallahassee, FL 32314

RE: Open MRI of Pinellas, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced profit corporation. Please file these Articles and return a certified copy of same to this office. A check for \$122.50 for the filing fee is enclosed.

Thank you.

Sincerely yours,

DAVID A. LUCZAK, ATTORNEY AT LAW, PA

  
David A. Luczak

DAL:lsk

Enclosure

cc: Open MRI of Pinellas, Inc.

FILED  
SEP -3 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A.S. 94  
KR

ARTICLES OF INCORPORATION

OF

OPEN MRI OF PINELLAS, INC.

EFFECTIVE DATE  
8-21-96

FILED  
1996-08-21  
CLERK OF CIRCUIT COURT  
IN AND FOR THE  
STATE OF FLORIDA  
SOUTHERN DISTRICT

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

**NAME:** The name of this corporation is OPEN MRI OF PINELLAS, INC.

ARTICLE II

**DURATION:** This corporation shall have perpetual existence and shall begin its existence on the date of execution and acknowledgment of these Articles.

ARTICLE III

**PURPOSE:** This corporation is organized for the following purposes:

A. Procurement of an MRI machine and the appropriate patients to utilize same;

B. To conduct the transaction of any or all lawful business which the corporation may be permitted to conduct under the laws of the State of Florida;

C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other government, and while the owner of such stocks, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE IV

**CAPITAL STOCK:** This corporation is authorized to issue 1,000 shares of ONE (\$1.00) DOLLAR par value common stock, which shall be designated "Common Shares".

Capital stock may be paid for in cash, services or tangible or intangible property at a just value as may be fixed by the Board of Directors of the corporation without reduction being accomplished by any action requiring or making an amendment to these Articles of Incorporation.

#### **ARTICLE V**

##### ***PREFERENCES, LIMITATIONS AND RIGHTS OF SHARES OF CAPITAL STOCK:***

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE VI**

***APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER:*** The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE VII**

***PREEMPTIVE RIGHTS:*** Every shareholder, upon the same for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VIII

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered and principal office of this corporation is:  
3233 East Bay Drive, Suite 107, Largo, Florida 33771.

The name of the initial registered agent of this corporation is:

RAFAEL CARVAJAL  
3233 East Bay Drive  
Suite 107  
Largo, Florida 33771

### ARTICLE IX

**INITIAL BOARD OF DIRECTORS:** This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

JOAN J. GOOD  
RAFAEL CARVAJAL  
3233 East Bay Drive  
Suite 107  
Largo, Florida 33771

### ARTICLE X

**INCORPORATORS:** The names and addresses of the persons signing these Articles is:

RAFAEL CARVAJAL  
JOAN J. GOOD  
3233 East Bay Drive  
Suite 107  
Largo, Florida 33771

#### ARTICLE XI

**BYLAWS:** The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

#### ARTICLE XII

**CUMULATIVE VOTING:** At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII

**SHAREHOLDER QUORUM AND VOTING:** Fifty-One (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XIV

**POWERS:** This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XV**

**MEETING BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XVI**

**ACTION BY DIRECTORS WITHOUT A MEETING:** The directors of this corporation may take action by written consent, as provided by law.

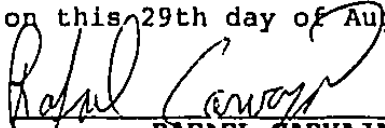
**ARTICLE XVII**


**INDEMNIFICATION:** This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**ARTICLE XVIII**

**AMENDMENT:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 29th day of August, 1996.

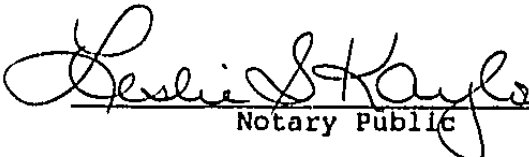
  
\_\_\_\_\_  
RAFAEL CARVAJAL

  
\_\_\_\_\_  
JOAN J. GOOD

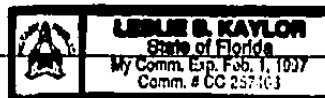
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RAFAEL CARVAJAL and JOAN J. GOOD, who are personally known to me, who did not take an oath, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 29th day of August, 1996.

  
Notary Public

My commission expires:





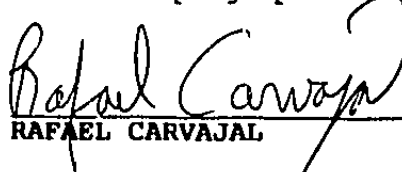
***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED***

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

OPEN MRI OF PINELLAS, 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 Largo, County of Pinellas, State of Florida, has named RAFAEL CARVAJAL, located at 3233 East Bay Drive, Suite 107, Largo, Florida 33771, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
RAFAEL CARVAJAL

DATE: August 29, 1996

FILED  
06 SEP -3 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FL 32309