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ACCOUNT NO. : 072100000032

REFERENCE: 084910 163052A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: September 13, 1996

ORDER TIME: 10:37 AM

ORDER NO. : 084910

CUSTOMER NO: 163052A

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CUSTOMER: Alan F. Gonzalez, Esq

ALAN F. GONZALEZ, P.A.

Suite 300

1602 West Sligh Avenue Tampa, FL 33604

DOMESTIC FILING

NAME:

WOMEN'S DIAGNOSTIC

CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

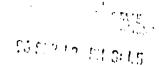
_____ PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION



OF.

WOMEN'S DIAGNOSTIC CENTER, INC.

THE UNDERSIONED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Plorida, specifically Chapter 607, Fla. Stat.

ARTICLE 1. NAME

The name of the corporation shall be:

WOMEN'S DIAGNOSTIC CENTER, INC.

The principal place of business of this Corporation shall be:

1373 Oakfield Drive

Brandon, PL 33511

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be operating a medical imaging facility.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. PRINCIPAL OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the principal business office of the Corporation shall be: 1373 Oakfield Dr., Brandon, FL 33511, and the name of the initial Registered Agent of the Corporation at that address shall be: Abdullah Glaedi.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for each of 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 at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. DIRECTORS

This Corporation shall have two (2) directors initially. The names and addresses of the initial members of the Board of Directors are:

DIRECTOR	ADDRESS
Abdullah Ghaedi	28419 Great Bend PL, Wesley Chapel, FL 33543
Robab Ghaedi	28419 Great Bend Pl., Wesley Chapel, FL 33543

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

OFFICE	OFFICER	ADDRESS
President	Robab Ghaedi	28419 Great Bend Pl., Wesley Chapel, FL 33543
Secretary/Treasurer	Abdullah Ghaedi	28419 Great Bend Pl., Wesley Chapel, FL 33543

ARTICLE X. SUBSCRIBERS

The name and addresses of the subscribers to these Affeles of Incorporation are:

NAME ADDRESS SHARES OF COMMON CONSIDERATION STOCK ISSUED

Robab Ghaedi, 28419 Great Bend Pl. Wesley Chapel, Pl. 33543

Abdullah Ghaedi, 28419 Great Bend Pl. Wesley Chapel, Pl. 33543

ARTICLE XI. BY-LAWS

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of by-laws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such by-laws.

ARTICLE XII. TAX STATUS OF CORPORATION

It is the intent of the undersigned subscriber that the Corporation shall be treated as a "C" corporation for federal tax purposes.

ARTICLE XIII. NON-REGISTRATION AS SECURITY

The shares of common stock to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR, UNLESS IN THE OPINION OF COUNSEL FOR THE ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT ACT.

The corporation shall only issue shares to individuals that comply with the private placement rules, i.e. Federal

Securities Act §4(2) and §517.061. Ela. Stat., and agree:

That no offer or sale of stock shall be made to a nonresident of the State of Florida;

That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12

months.

3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Plotida or any

other state;

4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair

disclosure of all material information concerning the corporation;

5. That no person shall be paid a commission for the sale of stock or otherwise receive compensation for

the sale of stock; and

6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three (3) day

right of reseission in accordance with §517.061(11)(a)(5).

ARTICLE XIV. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of

Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV. INFORMAL SHAREHOLDERS ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation

may act by written agreement without a meeting, as provided in Sec. 607,0704, Fla. Stat. and the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this _____ day of

September, 1996/

Robab Ghaedi

Incorporator

101 April 101

Abdullah Ghaedi Incorporator

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ACCEPTANCE OF REGISTERED AGENT

Thereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

DDALLSAN CHROLIN Abdullah Ghaedi Registered Agent

STATE OF PLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this Aday of September. 1996, by Abdullah Ghaedi, who is personally known to me or who has produced a driver's license as identification and who did not take an oath,

NOTARY PUBLIC IN AND FOR STATI

COMMISSION NO.:_____COMMISSION EXPIRES:____

ELIZABETH S. TULLOS
MY COMMISSION # CC 354241
EXPIRES: March 9, 1998
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