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KRAMER GREEN ZUCKERMAN & KAHN

FAX NO. 305 981 1605

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

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FAX #: (305)981-1605

NAME: OUTPATIENT DIAGNOSTIC CENTER, INC.

AUDIT NUMBER.....H96000014657

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FILE

ARTICLES OF INCORPORATION
OF
OUTPATIENT DIAGNOSTIC CENTER, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is OUTPATIENT DIAGNOSTIC CENTER, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 1229 East Commercial Boulevard, Suite 230, Fort Lauderdale, Florida 33334.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

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

Prepared by: Mitchell F. Green, Esq., Fla. Bar No. 358789;
4000 Hollywood Boulevard, Suite 485 South
Hollywood, FL 33021
Phone: (954) 966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mitchell F. Green, and the name of the initial registered agent of this corporation at that address is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1). The name and address of the initial director of this corporation is:

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Charles Bradford
1229 East Commercial Boulevard, Suite 230
Fort Lauderdale, Florida 33334.

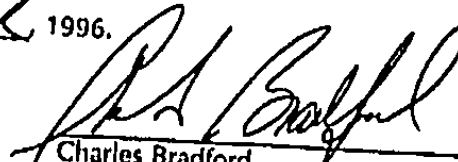
ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Charles Bradford
1229 East Commercial Boulevard, Suite 230
Fort Lauderdale, Florida 33334.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 15 day of OCTOBER, 1996.


Charles Bradford
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That OUTPATIENT DIAGNOSTIC CENTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1229 East Commercial Boulevard, Suite 230, City of Fort Lauderdale, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

Charles Bradford

TITLE: Incorporator

DATE: 10/15/96

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

Mitchell F. Green
Registered Agent

DATE: 10/16/96

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