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TALLAHASSEE, FL 32301-2001
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P96000086925



ACCOUNT NO. : 072100000032

REFERENCE : 127479 85036A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : October 21, 1996

ORDER TIME : 4:30 PM

ORDER NO. : 127479-005

CUSTOMER NO: 85036A

CUSTOMER: Lori Ammons, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

41000011982884--S

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: CARDIOIMAGING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

KR
10-22-96

FILED
95 OCT 22 AM 11:43
TALLAHASSEE, FLORIDA

RECEIVED
95 OCT 22 AM 10:12
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
CARDIOIMAGING, INC.

FILED
\$650722 12:44:43
TALLAHASSEE, FL
SEP 11 1983

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **CARDIOIMAGING, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

Suite 104, 2626 State Road 584, Palm Harbor, 34684.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: Suite 300, 13577 Feather Sound Drive,
Clearwater, FL 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: Suite 300, 13577 Feather Sound Drive,
Clearwater, FL 34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

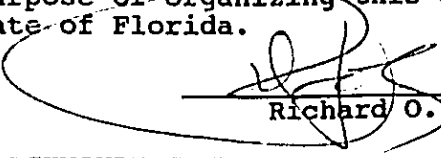
The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Shareholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 18th day of October, 1996, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: October 18, 1996.


Richard O. Jacobs

FILED
OCT 22 1996
TALLAHASSEE, FLORIDA