



P960000 92935

FILED  
96 NOV -8 PM 2:18  
TALLAHASSEE, FLORIDA

November 7, 1996

LAW OFFICES

**STEINBERG, SLEWETT  
& YAFFE, P.A.**

787 ARTHUR GODFREY ROAD  
MIAMI BEACH, FLORIDA 33140-9906  
DADE (305) 538-2344  
BROWARD (305) 462-2344  
FAX (305) 538-0418

PAUL B. STEINBERG (FLA. & D.C.)  
ROBERT D. SLEWETT (FLA.)  
ROBERT H. YAFFE (FLA.)  
MORRIS L. STEINBERG (N.Y.)

\* PLEASE REPLY TO OUR  
MIAMI BEACH OFFICE

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800002000708--6  
-11/08/96--01088--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: R S Imaging Services, P.A.

Dear Sir/Madam:

EXHIBIT

11-5-96

Enclosed please find an original and copy of the Articles of Incorporation of R S Imaging Services, P.A. I also enclose the filing fee of \$70.00 plus a return envelope for return of the file stamped copy of the Articles.

Thank you for your cooperation. Should you have any questions, please give me a call.

Very truly yours,

*Robert H. Yaffe*  
Robert H. Yaffe

RHY/em

Encls.

NEW YORK OFFICE  
574 FIFTH AVENUE  
2ND FLOOR  
NEW YORK, N.Y. 10036  
(212) 391-2080

F. OX 23333

NOV 13 1996

**ARTICLES OF INCORPORATION**

**OF**

**R S IMAGING SERVICES, P.A.**

EX-11-5-96

The undersigned who is duly licensed to practice medicine in the State of Florida, desiring to form a Professional Association in accordance with Chapter 607 of the Florida Statutes and the Florida Corporation Act, adopts the following:

**ARTICLE I. NAME**

The name of the corporation shall be:

R S Imaging Services, P.A.

**ARTICLE II. CORPORATE ADDRESS**

The principal office of the corporation and mailing address is 6157 NW 167th, Suite F23, Miami Lakes, Florida 33015.

**ARTICLE III. BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 5th day of November, 1996; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence. The existence of this corporation shall be perpetual.

**ARTICLE IV. PURPOSE**

This Corporations is organized for the sole and specific purpose of rendering medical services; nevertheless, it shall be authorized to transact any and all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may be hereafter amended.

FILED  
96 NOV -8 PM 2:18  
TALLAHASSEE, FLORIDA

#### ARTICLE V. CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PER VALUE</u> <u>PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

#### ARTICLE VI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each 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 the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

REGISTERED  
AGENT

RICHARD W. STONE, M.D.

STREET ADDRESS OF  
REGISTERED AGENT

6157 NW 167th Street  
Suite F23  
Miami Lakes, FL 33105

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have one director 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. The initial director of this Corporation shall be the incorporator named below.

**ARTICLE IX. INCORPORATOR**

The name and address of the person signing these Articles is:

NAME

RICHARD W. STONE, M.D.

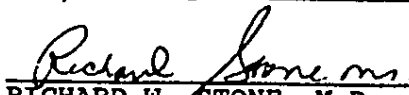
ADDRESS

6157 NW 167th St  
Suite F 23  
Miami Lakes, FL 33105

**ARTICLE X. INDEMNIFICATION**

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

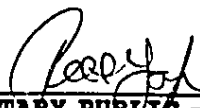
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of November, 1996.

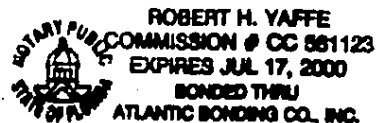
  
\_\_\_\_\_  
RICHARD W. STONE, M.D.  
Incorporator

STATE OF FLORIDA    )  
                          ) ss:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared  
RICHARD W. STONE, M.D., known to me to be the person who executed  
the foregoing Articles of Incorporation, and he acknowledged before  
me that he executed said instrument for the purposes therein  
stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal in the County and State aforesaid this 7<sup>th</sup> day of  
November, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC - State of Florida



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

**RICHARD W. STONE, M.D.**

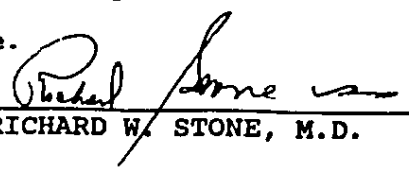
FILED  
96 MAR -8 PM 2:18  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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

First - R S Imaging Services, P.A.

desiring to organize under the law of the State of Florida, with  
its principal office as indicated in the Articles of Incorporation  
at 6157 NW 167th Street, Miami Lakes, FL 33015, appoints the  
undersigned as its agent to accept service of Process within the  
State.

Having been named to accept Service of Process for the above  
stated corporation at the place designated in this Certificate, I  
am hereby familiar with and accept the duties and responsibilities  
as Registered Agent for said corporation and to act in this  
capacity and agree to comply with the provision of said Act  
relative to keeping open said office.

  
RICHARD W. STONE, M.D.