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December 12, 1996

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VIA UPS DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

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*****70.00 *****70.00

RE: ARTICLES OF INCORPORATION - WEST FLORIDA REGIONAL IMAGING, P.A.

Dear Madam or Sir:

Enclosed please find two (2) fully executed originals of the Articles of Incorporation of West Florida Regional Imaging, P.A.

Please file these Articles of Incorporation of record, and furnish me an approval stamped copy of the filed Articles. Also enclosed is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

Please note that an effective date of December 9, 1996 has been requested.

Thank you for your cooperation and assistance. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,


L. JAMES DICKSON

Enclosures

FILED
96 DEC 13 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-9-96

DEC 17 1996 BSB

FILED

96 DEC 13 AM 8:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WEST FLORIDA REGIONAL IMAGING, P.A.**

EFFECTIVE DATE

12-9-96

The undersigned, being duly licensed to practice law within the State of Florida, desiring to form a professional corporation in accordance with Chapter 607, Florida Statutes, the Florida Business Corporation Act, and Chapter 621, Florida Statutes, the Florida Professional Service Corporation Act, do hereby adopt the following Articles of Incorporation.

Article 1

Name

The name of this corporation is:

WEST FLORIDA REGIONAL IMAGING, P.A.

Article 2

Duration: Effective Date

This corporation shall exist perpetually, commencing December 9, 1996.

Article 3

Purposes

This corporation is organized for pecuniary profit under the provisions of Chapter 607, Florida Statutes, for the sole and specific purpose of engaging, as a professional corporation within the meaning of Chapter 621, Florida Statutes, in the practice of medicine within the State of Florida through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

Article 4

Capital Stock

This corporation shall be authorized to issue One Hundred Thousand (100,000) shares of Common Stock, each having a par value of One Cent (\$.01); divided into Fifty Thousand (50,000) shares of Class A Common Stock, and Fifty Thousand (50,000) shares of Class B Common Stock. Except for differences in voting rights as specified in these Articles of Incorporation, the shares of the Class A Common Stock, and the Class B Common Stock, shall be identical in all other respects and shall have equal rights and privileges. The holders

shall be identical in all other respects and shall have equal rights and privileges. The holders of shares of the Class A Common Stock, and the Class B Common Stock, respectively, shall constitute separate voting groups within the meaning of Chapter 607, FLORIDA STATUTES, and are entitled to vote and be counted together, collectively, as a separate voting group on any matter at a meeting of the shareholders as provided by Chapter 607, Florida Statutes, these Articles of Incorporation, and the Corporation's Bylaws. Any action required or permitted to be taken by the shareholders of this Corporation by law, these Articles of Incorporation, or the Corporation's Bylaws, shall require the affirmative vote, consent or approval of the holders of a majority of the shares of each Class of the Common Stock of the Corporation, unless a greater number of affirmative votes shall be required by law, with the holders of each such Class voting as a separate voting group.

Article 5
Registered Office and Registered Agent

The street address of the initial registered office of this corporation shall be 6449 - 38th Avenue North, Suite C-4, St. Petersburg, Florida 33710. The name of the initial registered agent of this corporation at that address shall be ALLAN E. KATZ, M.D.

Article 6
Principal Office and Mailing Address

The principal office, and mailing address, of this corporation shall be:

6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Article 7
Initial Board of Directors

Number. The number of directors comprising the full Board of Directors of the corporation shall initially be six (6). The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than two(2), and shall always be an even number of directors. The name and address of the initial directors comprising the first Board of Directors of this corporation is as follows:

Allan E. Katz, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Nathan M. Hameroff, M.D.
5880 49th Street North
St. Petersburg, Florida 33709

Chester C. Rabat, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Stephen C. Anderson, M.D.
5880 49th Street North
St. Petersburg, Florida 33709

Jeffrey W. Honeycutt, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Stephen H. Greenberg, M.D.
5880 49th Street North
St. Petersburg, Florida 33709

Election. The holders of the Class A Commons Stock, as a separate voting group, shall be entitled to elect one-half ($\frac{1}{2}$) in number of the members comprising the full Board of Directors of this Corporation, and the holders of the Class B Commons Stock, as a separate voting group, shall be entitled to elect one-half ($\frac{1}{2}$) in number of the members comprising the full Board of Directors of this Corporation.

Quorum and Voting. The presence of a majority in number of the directors elected by the holders of the Class A Common Stock and of a majority in number of the directors elected by the holders of the Class B Common Stock shall constitute a quorum of the Board of Directors. The affirmative vote of a majority in number of the directors elected by the holders of the Class A Common Stock and of a majority in number of the directors elected by the holders of the Class B Common Stock, present at a meeting at which a quorum is present, shall be the act of the Board of Directors.

Article 8 Incorporators

The names and addresses of the persons signing these Articles of Incorporation as the incorporator are:

Allan E. Katz, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Nathan M. Hameroff, M.D.
5880 49th Street North
St. Petersburg, Florida 33709

Chester C. Babat, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Stephen C. Anderson, M.D.
5880 49th Street North
St. Petersburg, Florida 33709

Jeffrey W. Honeycutt, M.D.
6449 - 38th Avenue North, Suite C-4
St. Petersburg, Florida 33710

Stephen H. Greenberg, M.D.
5880 49th Street North
St. Petersburg, Florida 33709

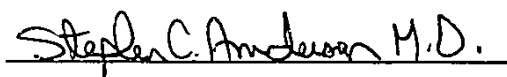
Article 9 Bylaws

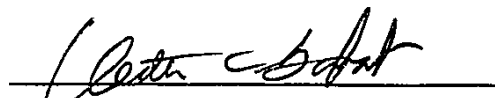
The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, subject to repeal or change by action of the shareholders.

Article 10
Amendments

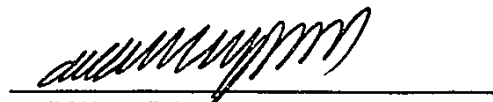
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

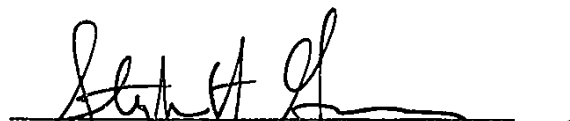
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation as of December 9, 1996.


STEPHEN C. ANDERSON, M.D.
Incorporator


CHESTER C. BABAT, M.D.
Incorporator


NATHAN M. HAMEROFF, M.D.
Incorporator


ALLAN E. KATZ, M.D.
Incorporator


STEPHEN H. GREENBERG, M.D.
Incorporator


JEFFREY W. HONEYCUTT, M.D.
Incorporator

WEST FLORIDA REGIONAL IMAGING, P.A.

FILED

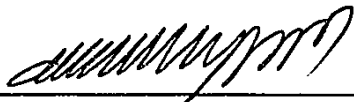
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT
ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept appointment as registered agent. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, *Florida Statutes*.

Date: December 9, 1996



ALLAN E. KATZ, M.D.
Registered Agent