



THE UNITED STATES  
CORPORATION  
COMPANY

P97000011016

ACCOUNT NO. : 072100000032

REFERENCE : 246700 85036A

AUTHORIZATION :

COST LIMIT : \$PREPAID

ORDER DATE : February 3, 1997

ORDER TIME : 3:02 PM

ORDER NO. : 246700-005

CUSTOMER NO: 85036A

CUSTOMER: Ms. Victoria J. Alvarez  
JACOBS FORLIZZO & NEAL, P.A.

Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 34622

FILED  
97 FEB -3 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900002076489--1  
-02/04/97--01009--027  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: PROSCAN DIAGNOSTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

RECEIVED  
97 FEB -3 PM 4:14  
DIVISION OF CORPORATION

KR  
2-4-97

ARTICLES OF INCORPORATION  
OF  
PROSCAN DIAGNOSTICS, INC.

97 FEB -3 AM 11:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation shall be:

PROSCAN DIAGNOSTICS, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

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

2401 West Bay Drive, Suite 125  
Largo, Florida 34644

ARTICLE III  
BUSINESS AND PURPOSES

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be mobile diagnostic ultrasound studies and any other purposes permissible by law.

ARTICLE IV  
CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with One Dollar (\$1.00) par value per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this

corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE V** **EXISTENCE OF CORPORATION**

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on January 21, 1997, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

#### **ARTICLE VI** **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 2401 West Bay Drive, Suite 125, Largo, Florida 34644 and the initial registered agent of this corporation at such office shall be MARY JO HENDERSON. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### **ARTICLE VII** **BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than one (1), the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until her successors have been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Mary Jo Henderson	2401 West Bay Drive Suite 125 Largo, Florida 34644

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Mary Jo Henderson	2401 West Bay Drive Suite 125 Largo, Florida 34644

**ARTICLE X**  
**BY-LAWS**

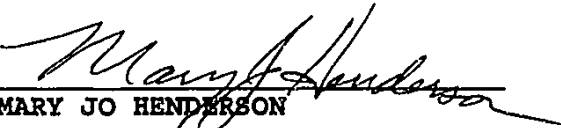
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI  
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
MARY JO HENDERSON

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, MARY JO HENDERSON, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 27 day of January, 1997.

  
MARY JO HENDERSON

FILED  
97 FEB -3 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA