

P97000016816

February 17, 1997

Doris McDuffie
Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399


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-02/25/97--01041--009
****122.50 ****122.50

Dear Ms. McDuffie:

Enclosed please find the Articles of Incorporation for PROFESSIONAL MEDICAL IMAGING CORP., along with a check in the amount of \$122.50.

If you should have any questions, please do not hesitate to contact the undersigned.
Thank you.

Sincerely,


Jay M. Emanuel

FILED
97 FEB 18 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send all documents to
address: to wit:

Emanuel, Giller and Company
Jay Emanuel
17300 North Kendall Drive
Suite 530
Miami FL 33156

Dmc
2/21/97



**ARTICLES OF INCORPORATION
OF
PROFESSIONAL MEDICAL IMAGING CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PROFESSIONAL MEDICAL IMAGING CORP.

ARTICLE II - DURATION

The Duration of the corporation is perpetual.

ARTICLE III - PURPOSE

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

The purpose of the corporation shall be carried out only through officers, employees, and agents of the corporation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is One thousand (1,000) all of which shall be common shares with a par value of one cent (.01).

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done with out issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE VII - PRINCIPAL

The street address of the initial principle office of the corporation is 9290 SW 72nd STREET, SUITE 100, BUILDING #2, MIAMI, FLORIDA 33173.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

The number of directors constituting the initial Board of Directors of the corporation are two (2). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

JOHN J. BERNARD	9290 SW 72nd STREET SUITE 100 BUILDING #2 Miami, Florida 33173
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KENT J. BERNARDUCI	9290 SW 72nd STREET SUITE 100 BUILDING #2 Miami, Florida 33173
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ARTICLE IX - REGISTERED AGENT

The name and address of the initial registered agent is:

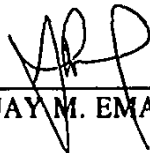
JOHN J. BERNARD	LAUDERDALE TOWER 2900 NE 30th STREET SUITE 2M FT. LAUDERDALE, FL. 33306
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ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

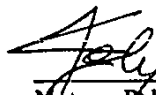
JAY M. EMANUEL 7300 N. KENDALL DRIVE
SUITE 530
MIAMI, FLORIDA 33156

IN WITNESS WHEREOF, the undersigned has executed these Article
of Incorporation this 17 day of FEBRUARY, 1997.



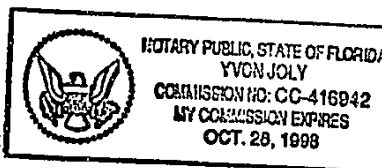
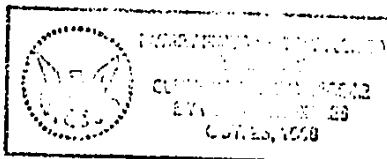
JAY M. EMANUEL

SWORN TO and SUBSCRIBED before me this 17 day of FEBRUARY, 1997
at Miami, Dade County, Florida.



Notary Public, State
of Florida

My Commission Expires:



ACCEPTANCE

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ACCEPTANCE


Having been named to accept service of process for the above named corporation at a place designated in this Certificate, I hereby accept said designation as Registered Agent and Agree to comply with the provisions of law relative to keeping open said office.


JOHN J. BERNARD

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared JOHN J. BERNARD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17 day of FEBRUARY, 1997.


Notary Public,
State of Florida

My Commission expires:

