



P97000032351

April 8, 1997

Via Federal Express (Airbill number 3518514182)

State of Florida  
Department of State  
Division of Corporations  
New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
97 APR -9 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find two duplicate original sets Articles of Incorporation for MRI of West Broward, Inc., along with a check made payable for one hundred twenty-two dollars fifty cents (\$122.50).

Please file Articles of Incorporation for MRI of West Broward, Inc., and return a certified copy to my attention at Metropolitan Health Networks, Inc., at the below-referenced address.

Please do not hesitate to contact me with any questions, at 561-416-9484.

Sincerely,

Noel J. Guillama  
President and Chief Executive Officer  
Metropolitan Health Networks, Inc.

Enclosure  
NJG/lac

APR 10 11:50 BSB

800002138048--2  
-04/08/97--01092--010  
\*\*\*122.50 \*\*\*122.50

Metropolitan Health Networks, Inc.  
5100 Town Center Circle, Suite 560  
Boca Raton, Florida, 33486-1008

561 416 9484  
561-416 9487 Fax

INTERNET. <http://www.molcare.com>

**ARTICLES OF INCORPORATION**  
**OF**  
**MRI of West Broward, Inc.**

**FILED**  
97 APR -9 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be MRI of West Broward, Inc. The principal place of business shall be 5100 Town Center Circle, Suite 560, Boca Raton, Florida 33486.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, nation or planet.

ARTICLE III.

CAPITAL STOCK

A. Common Stock

The total number of shares which the Corporation shall be authorized to issue is one thousand (1000) shares of common stock having a one cent (\$.01) par value per share.

ARTICLE IV.

ADDRESS

The street address of the initial registered office of the corporation is 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486, and the name of the initial registered agent of the corporation at that address is Noel Guillama.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are as follows:

Michael Nissenbaum 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486;

Noel Guillama 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486.

ARTICLE VII.

INCORPORATOR

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

Noel Guillama 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486.

ARTICLE VIII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486, and the name of the initial registered agent of this corporation at that address is: Noel Guillama.

ARTICLE IX.

INDEMNIFICATION

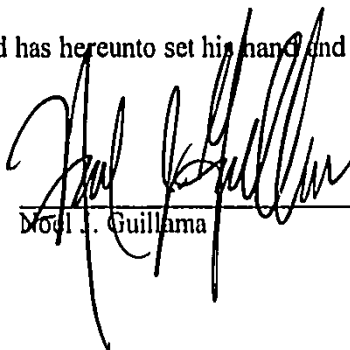
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day of April, 1997.

  
Noel J. Guillama

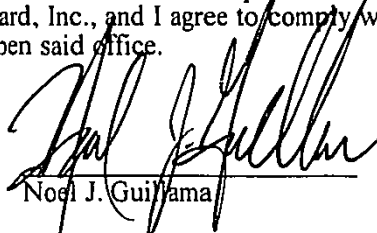
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

MRI of West Broward, Inc., desiring to organize under the laws of the State of Florida with its principal street address, as indicated in the Articles of Incorporation, in Boca Raton, County of Palm Beach, State of Florida, has named Noel J. Guillama, 5100 Town Center Circle, Suite 560, Boca Raton Florida 33486, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for MRI of West Broward, Inc., and I agree to comply with the provisions of Chapter 48,091, F.S., relative to keeping open said office.

  
Noel J. Guillama

**FILED**  
97 APR -9 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA