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SCHWARZ & KAHLE, P.A.

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May 2, 1997

CORPORATE RECORDS BUREAU  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/06/97--01041--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Sharper Imaging Radiology Consultants, P.A.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation together with the Designation of Registered Agent for the above-captioned corporation. Enclosed also is our check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles of Incorporation to us at your earliest convenience.

Very truly yours,

SCHWARZ & KAHLE, P.A.

By: GARY A. KAHLE

GAK:th[97.128]  
Enclosures

FILED  
97 MAY -5 PM 1:01  
TALLAHASSEE, FLORIDA

PK  
5/8/97

ARTICLES OF INCORPORATION

OF

SHARPER IMAGING RADIOLOGY CONSULTANTS, P.A.

FILED

97 MAY -5 PM 1:01

TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be: **SHARPER IMAGING RADIOLOGY CONSULTANTS, P.A.**

ARTICLE II - PURPOSE

The purposes for which this corporation is formed are:

A. To engage in the practice of medicine and the medical specialty of radiology and radiology consulting as a professional corporation.

B. To furnish related laboratory and clinical radiology services and to own or lease real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of said professional services.

C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The rendering of medical services by this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. Such shares shall be of a single class of common stock and shall have a par value of \$1.00 per share.

B. Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

C. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing

upon the date of execution of these Articles.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 25188 Marion Avenue, Villa #29, Punta Gorda, Florida 33950.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Daniel Tufariello, 25188 Marion Avenue, Villa #29, Punta Gorda, Florida 33950.

ARTICLE VII - BOARD OF DIRECTORS

There shall be a board of directors for this corporation which shall consist of two (2) directors initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

Jim White  
4493 Colleen Street  
Port Charlotte, FL 33952

Daniel Tufariello  
25188 Marion Avenue, Villa #29  
Punta Gorda, FL 33950

ARTICLE IX - INCORPORATORS

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

Jim White  
4493 Colleen Street  
Port Charlotte, FL 33952

Daniel Tufariello  
25188 Marion Avenue, Villa #29  
Punta Gorda, FL 33950

ARTICLE X - PREFERENCE, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right

to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of 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 issuance of fractional shares at the price at which it is offered to others.

#### ARTICLE XI - BY-LAWS

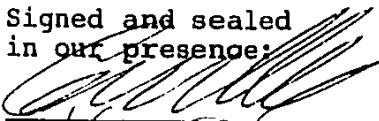
The power to adopt, alter, amend, or repeal By-Laws shall be vested in the board of directors of this corporation only.

#### ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation for the uses and purposes herein stated at Port Charlotte, Florida, on the 2 day of May, 1997.

Signed and sealed  
in our presence:

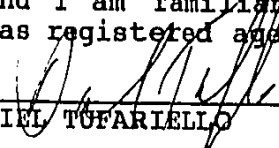
  
Linda M. Brown

  
JIM WHITE

  
DANIEL TUFARIELLO

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
DANIEL TUFARIELLO