

P97000043151

GEORGE F. HESS II, P.A.
RIVERWALK PLAZA • SUITE 2000
333 NORTH NEW RIVER DRIVE, EAST
FORT LAUDERDALE, FLORIDA 33301-2240

GEORGE F. HESS II

(954) 764-2068
FAX (954) 764-2152

May 8, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002175599--7
-05/12/97--01166--001
****122.50 ****122.50

RE: IMS - IMAGING MEDICAL SYSTEMS, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for **IMS - IMAGING MEDICAL SYSTEMS, INC.** Our check in the amount of \$122.50 is enclosed to cover the cost of filing and a certified copy of the Articles of Incorporation.

I have also enclosed a self-addressed, stamped envelope for your convenience.

If you have any questions, please do not hesitate to call me.

Sincerely,


George F. Hess II

/daa

Enclosures

cc: Delvi J. Berger, President

ims.cor/sec-stat.let

FILED
97 MAY 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 15 1997

ARTICLES OF INCORPORATION
OF
IMS - IMAGING MEDICAL SYSTEMS, INC.

FILED
97 MAY 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation and the principal/mailling address is:

IMS - IMAGING MEDICAL SYSTEMS, INC.
International Building, Suite 300
2455 East Sunrise Boulevard
Fort Lauderdale, FL 33304

ARTICLE II

The corporation may engage in any activity or business permitted under the law of the United States or of the State of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ***One Hundred (100)*** share of common stock, ***One Dollar (\$1.00)*** par value. Such shares of common stock are to consist of one class only.

ARTICLE IV

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of this corporation is: ***Suite 1000, 333 North New River Drive, East, Fort Lauderdale, Florida, 33301.***

The name of the initial registered agent of this corporation, at the above address, is:

GEORGE F. HESS II.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished, from time to time by the By-laws, but shall never be less than one.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

GEORGE F. HESS II

**Suite 1000
333 North New River Drive, East
Fort Lauderdale, FL 33301**

ARTICLE VII

The name and address of the initial incorporator of this corporation is:

NAME

ADDRESS

GEORGE F. HESS II

**Suite 1000
333 North New River Drive, East
Fort Lauderdale, FL 33301**


ARTICLE VIII

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

This 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 stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 8th day of May, 1997.

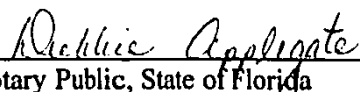


GEORGE F. HESS II
Incorporator

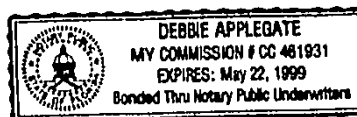
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME personally appeared **GEORGE F. HESS II**, to me well know and known to me to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal this 8th day of May, 1997.



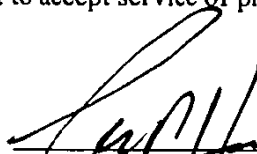
Notary Public, State of Florida
My Commission Expires:
My Commission Number is:



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

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes the following is submitted:

THAT **IMS - IMAGING MEDICAL SYSTEMS, INC.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business at City of **Fort Lauderdale**, State of Florida, has named **GEORGE F. HESS II**, located at **Suite 1000, 333 North New River Drive, East, Fort Lauderdale, Florida, 33301**, as its agent to accept service of process within Florida.



GEORGE F. HESS II
Director

Date: 5/8/97

HAVING BEEN NAMED to accept service of process for the above-stated Corporation, at the place designed in this Certificate, I hereby agree to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



GEORGE F. HESS II
Resident Agent

Date: 5/8/97

FILED
97 MAY 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA