

*Leahy & Associates, P.A.*  
A Professional Association

Timothy B. Leahy, Esquire

P97000046293

May 16, 1997

FILED  
97 MAY 22 AM 8:40  
TALLAHASSEE, FLORIDA

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

Re: Filing of a Corporation

00000218650--2  
-05/22/97--01114-012  
\*\*\*\*122.50 \*\*\*\*122.50

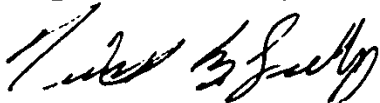
Dear Sir(s):

Please find enclosed the original Articles of Incorporation for Suncoast Medical Diagnostic, Inc., and one copy of said Articles of Incorporation. Also please find enclosed my check in the amount of \$122.50 to cover the cost involved in the filing of Suncoast Medical Diagnostic, Inc., as a corporation. Please send all things that will be sent from your office that involve the above corporation to the offices of Leahy & Associates, P.A., 535 Central Avenue, Suite 300, St. Petersburg, FL 33701.

Thank you for your cooperation concerning this matter. If you have any questions, please feel free to contact me.

Sincerely,

Leahy & Associates, P.A.



Timothy B. Leahy, Esquire  
Enclosures  
TBL/dw

P. G. WOODMAN MAY 27 1997

## ARTICLES OF INCORPORATION

OF

### SUNCOAST MEDICAL DIAGNOSTIC, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

FILED  
JUN 22 1984  
TALLAHASSEE, FLORIDA

#### ARTICLE I

The name of the corporation is **SUNCOAST MEDICAL DIAGNOSTIC, INC.**

#### ARTICLE II

This corporation shall be formed and its existence shall be in perpetuity.

#### ARTICLE III

The aggregate number of shares that the corporation has authorized to issue is One Thousand Shares (1,000.00), all of which shall be common shares and shall have a par value of one dollar (\$1.00) per share. The Corporation is authorized to issue only one class of stock. Each shareholder of the corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation under which they may maintain their current percentage ownership of the corporation and shall have the right to exercise such pre-emptive right at the issuance of each future issuance of stock.

#### ARTICLE IV

The street address of the initial registered office of the corporation is 701 North Hercules Avenue, Suite C., Clearwater, Florida 34625, and the name of the initial registered at that address is MARIE WOODLEY.

#### ARTICLE V

The name and address of the incorporator is:

##### NAMES

**FRANK S. MILES**

##### ADDRESS

**2397 Indigo Drive  
Clearwater, Florida 34623**

#### ARTICLE VI

The address of the principle office of the corporation shall be 701 North Hercules Avenue, Suite C., Clearwater, Florida 34625 and the mailing address is P.O. Box 5790, Clearwater, Florida 34618.

#### ARTICLE VII

**RESTRAINT ON TRANSFER OF STOCK**, should any shareholder wish to sell his stock he must offer first to the corporation, the corporation shall have right of first refusal and then to other shareholders prior to selling to any third parties. The value of the stock shall be the book value as determined by the last regular accounting.

#### ARTICLE VIII

No shareholder shall have the right to pledge all or any of his stock as collateral for any indebtedness, loans, or any other form of obligation without the unanimous consent of all the shareholders.

#### ARTICLE IX

At any meeting of shareholders called expressly for the purpose, any director or directors may be removed from office, with or without cause, by majority vote or at any regular board meeting, regular meeting or shareholders, or special meeting called for that specific purpose.

EXECUTED by the undersigned at CLEARWATER, Florida, this 20<sup>th</sup> day of MAY, 1997.

  
FRANK S. MILES, JR., Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared FRANK S. MILES, JR., to me (known) (not known), and, being first duly sworn, stated that they are the above

named incorporator(s) and that they executed the foregoing Articles of Incorporation on the date first above written.

SWORN TO AND SUBSCRIBED before me on this 30<sup>th</sup> day of MAY, 1996 by **FRANK S. MILES, JR.**, who is personally (known) (not known) to or who has produced FL DRIVERS LICENSE as identification and who did take an oath.



NOTARY PUBLIC

SIGN Traci L. CzyzNIK

PRINT TRACI L. CZYZNIK

State of Florida at Large (Seal)

My Commission expires: 7-18-2000

#### 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.

Marie Woodley  
**MARIE WOODLEY**  
Resident Agent

5/20/97  
Date

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97 MAY 22 AM 8:40  
TALLAHASSEE, FLORIDA