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OCTOBER 25, 2000

VIA FEDERAL EXPRESS

State of Florida
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-10/26/00-01091-002
*****43.75 *****43.75

RE: Apex Radiology, Inc.

Ladies and Gentlemen:


Enclosed is the original and one copy of Amended and Restated Articles of Incorporation prepared for filing with the State of Florida for the above-referenced corporation. Also enclosed is our check in the amount of forty-three 75/100 Dollars (\$43.75) as payment for the following fees:

FILING FEE	\$	35.00
CERTIFIED COPY		<u>8.75</u>
Total	\$	<u>43.75</u>

FILED
00 OCT 26 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A return Federal Express envelope is enclosed for your convenience in responding. Thank you for your cooperation with this matter.

Very truly yours,


Gregg J. Breitbart

GJB/bad
Enclosures

Amended and Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
APEX RADIOLOGY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, **APEX RADIOLOGY, INC.** (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I.

NAME AND ADDRESS

The name of the Corporation is **APEX RADIOLOGY, INC.** The Corporation's principal office and mailing address is 1999 University Drive, Suite 204, Coral Springs, Florida 33071.

ARTICLE II.

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Florida Business Corporation Act (the "FBCA"). The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE III.

TERM

The duration of the Corporation shall be perpetual.

ARTICLE IV.

REGISTERED OFFICE

The street address of the Corporation's registered office and the name of the registered agent at such office are:

Wade Rome
1999 University Drive, Suite 204
Coral Springs, Florida 33071

ARTICLE V.

BOARD OF DIRECTORS

The Board of Directors shall consist of (5) members, which number may be increased (and if more than one, decreased) by unanimous vote of all then-existing directors.

ARTICLE VI.

CAPITAL STOCK

1. Authorized Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is twenty-five million (25,000,000) shares, consisting of:

(a) twenty million (20,000,000) shares of Common Stock, no par value (the "Common Stock"); and

(b) five million (5,000,000) shares of Preferred Stock, no par value (the "Preferred Stock").

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock in any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

2. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

3. Registered Owners. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

4. Shareholders' Agreement. Some or all of the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and the transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, is on file at the principal office of the corporation.

ARTICLE VII.

BYLAWS

In furtherance of and not in limitation of the powers conferred by applicable law, the Board of Directors is expressly authorized to amend or repeal the bylaws of the Corporation or adopt new bylaws of the Corporation by the affirmative vote of at least four fifths of the entire Board of Directors. In addition to the right of the Board of Directors to amend or repeal the bylaws of the Corporation and in furtherance and not in limitation of the powers conferred by applicable law, the Corporation's shareholders may amend or repeal the bylaws or adopt new bylaws by the affirmative vote of at least two-thirds of the voting power of all shares of the Corporation's capital stock entitled to vote voting together as a single class.

ARTICLE VIII.

WAIVER OF MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or any other duty as a director, except as provided by Section 607.0831 of the FBCA. If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as amended. If any of the provisions of this Article VIII (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE IX.

INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the FBCA (including by any amendment to the FBCA, but, in

the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnatee in connection therewith and such indemnification shall continue as to an Indemnatee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnatee's heirs, executors and administrators; *provided*, that, except as provided in Paragraph (2) of this Article IX, with respect to Proceedings to enforce rights to indemnification, the Corporation shall indemnify an Indemnatee in connection with a Proceeding (or part thereof) initiated by the Indemnatee only if such Proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article IX shall be a contract right and shall include the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending a Proceeding in advance of its final disposition; *provided*, that, if the FBCA requires, the payment of such expenses incurred by an Indemnatee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnatee, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Indemnatee is not entitled to be indemnified for such expenses under this Article IX or otherwise.

2. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, the Corporation's By-Laws, agreement, vote of shareholders or disinterested directors or otherwise.

3. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the FBCA.

4. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to be paid by the Corporation the expenses incurred in defending any Proceeding in advance of its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this Article X with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X.

AMENDMENT

The Corporation hereby reserves the right from time to time to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in any manner now or hereafter permitted by law and all rights and powers conferred upon shareholders, directors and officers herein are granted subject to this reservation.

IN ACCORDANCE with Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, these Amended and Restated Articles of Incorporation were approved by the shareholders at a duly called meeting held on August 24, 2000. The number of votes cast in favor of the Amended and Restated Articles of Incorporation by the shareholders was sufficient for its approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation as of August 24, 2000.

APEX RADIOLOGY, INC.

By: 

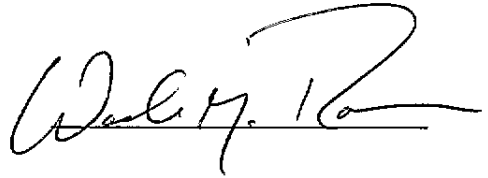
Name: Wade M. Rome

Title: President

**CERTIFICATE OF REGISTERED AGENT
OF
APEX RADIOLOGY, INC.**

Having been named to accept service of process for Apex Radiology, Inc. at the place designated in the foregoing Amended and Restated Articles of Incorporation, Wade Rome agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

Date: August 24, 2000

A handwritten signature in black ink, appearing to read "Wade Rome", written over a horizontal line.

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00 OCT 26 AM 10:14
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TALLAHASSEE, FLORIDA