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GIBBONS, SMITH, COHN & ARNETT  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELLORS AT LAW

3321 HENDERSON BOULEVARD  
TAMPA, FLORIDA 33609

MAILING ADDRESS:  
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FILED

97 AUG 27 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 26, 1997

Via Express Mail

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

300002283833--5  
-09/03/97--01035--007  
\*\*\*122.50 \*\*\*122.50

Re: ADVANCED ULTRASOUND CENTERS, INC. - Incorporation

Dear Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation of the above-referenced corporation:

1. Copy of Letter Number 697A00008229 reserving the name Advanced Ultrasound Centers, Inc.
2. Original Articles of Incorporation;
3. Original Designation of Registered Agent and Registered Office;
4. Our check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	52.50

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,



Roy W. Cohn

Enclosures  
RWC/ms/Cp-  
12505.11960

cc: Advanced Ultrasound Centers, Inc. w/encls.

Mail AUG 28 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 17, 1997

ROY W. COHN  
GIBBONS, SMITH, COHN & ARNETT  
P.O. BOX 2177  
TAMPA, FL 33601

The name ADVANCED ULTRASOUND CENTERS, INC. has been reserved for 120 days beginning February 17, 1997. The reservation number is R97000000765 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 697A00008229

ARTICLES OF INCORPORATION  
OF  
ADVANCED ULTRASOUND CENTERS, INC.

FILED  
97 AUG 27 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is ADVANCED ULTRASOUND CENTERS, INC. (the "Corporation").

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 11479 Cortez Boulevard, Brooksville, Florida 34613.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 3321 Henderson Boulevard, Tampa, Florida 33609, and the name of the initial registered agent is Roy W. Cohn.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Scott A. White  
11479 Cortez Boulevard  
Brooksville, Florida 34613


7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Scott A. White	11479 Cortez Boulevard Brooksville, Florida 34613
Mohamad I. Saleh	11479 Cortez Boulevard Brooksville, Florida 34613

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

EXECUTED this 28th day of July, 1997.

  
\_\_\_\_\_  
Scott A. White, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 28<sup>th</sup> day of July, 1997, by Scott A. White who is personally known to me OR who has produced \_\_\_\_\_ as identification.

**NOTARY PUBLIC**

(SEAL)



NORMA H. MARRIOTT  
COMMISSION # CC633983  
EXPIRES MAR 27, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

**Sign:**

Norma A. J. J. J. J.  
State of Florida at Large

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

\*\*\*\*\*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

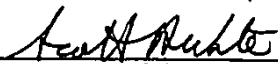
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. ADVANCED ULTRASOUND CENTERS, INC. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Brooksville, County of Hernando, State of Florida;

2. ADVANCED ULTRASOUND CENTERS, INC. hereby names Roy W. Cohn, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. ADVANCED ULTRASOUND CENTERS, INC. hereby designates as its registered office, the street address of said registered agent's place of business, which is 3321 Henderson Boulevard, City of Tampa, County of Hillsborough, State of Florida 33609.

SUBMITTED this 28<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_  
Scott A. White, Incorporator on  
behalf of ADVANCED ULTRASOUND  
CENTERS, INC.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By:   
\_\_\_\_\_  
Registered Agent

Date: August 25 97