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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: JOEL T. STRAWN OR AUDY R. JOHNSTON
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FAX #:

NAME: ADVANCED IMAGING OF OCALA, INC.

AUDIT NUMBER.....H97000015575
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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CERT. COPIES.....1 DEL.METHOD.. FAX
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**ARTICLES OF INCORPORATION
OF
ADVANCED IMAGING OF OCALA, INC.**

**ARTICLE I.
NAME**

The name of this corporation is:

Advanced Imaging of Ocala, Inc.

**ARTICLE II.
PURPOSE**

This corporation is organized for the purpose of transacting any lawful business.

**ARTICLE III.
CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a par value of .10¢.

**ARTICLE IV.
PREEMPTIVE RIGHT**

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Jeffrey L. Cohen, Esquire
Florida Bar #703966
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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**ARTICLE V.
PRINCIPAL OFFICE OR MAILING ADDRESS: RESIDENT AGENT**

The mailing address of the corporation and the initial registered office of this corporation is:

Stephen J. Carroll
Marion Community Hospital, Inc.
1431 S.W. First Avenue
Ocala, Florida 34478

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the Initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary A. Thurston	Advanced Imaging Center, Inc. 2405 S.E. 17th Street, Suite 301 Ocala, Florida 34471
Stephen J. Carroll	Marion Community Hospital, Inc. 1431 S.W. First Avenue Ocala, Florida 34478

**ARTICLE VII.
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Stephen J. Carroll	Marion Community Hospital, Inc. 1431 S.W. First Avenue Ocala, Florida 34478

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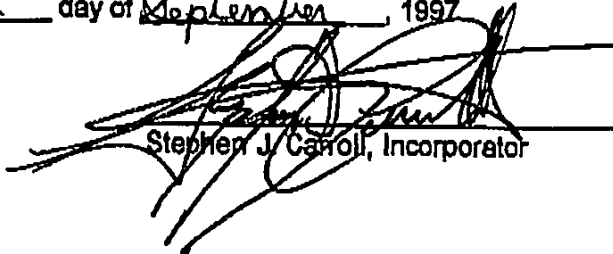
**ARTICLE VIII.
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

**ARTICLE IX.
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 12 day of September, 1997



Stephen J. Carroll, Incorporator

STATE OF FLORIDA)
)
COUNTY OF MARION)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Stephen J. Carroll, who is personally known to me or who has produced as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of Sept., 1997.



Rosemary Arthur
Notary Public
Print Name: ROSEMARY ARTHUR
My Commission Expires: _____

JLL/der September 11, 1997
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

MARION COMMUNITY HOSPITAL, INC.

By: 
Stephen J. Carroll

Title: 

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