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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 AM 8:44

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

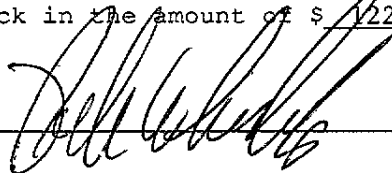
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****122.50 ****122.50

SUBJECT: QUALITY DIAGNOSTIC IMAGING INC.

I enclose an original and 1 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50.



From: PETER W. SAUCHINITZ

Name

2127 VINSON AVE.

Address

SARASOTA FLORIDA 34232
City State Zip

(941) 371-2183

Telephone Number

D. BROWN FEB 24 1998

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ARTICLES OF INCORPORATION

OF

QUALITY DIAGNOSTIC IMAGING INC.

ARTICLE I NAME

The name of the corporation shall be:

QUALITY DIAGNOSTIC IMAGING INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2127 VINSON AVE. SARASOTA, FLORIDA 34232

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

PETER W. SAUCHINITZ

900 N. ROBERT AVE.

ARCADIA, FLORIDA 34265

ARTICLE V INCORPORATOR

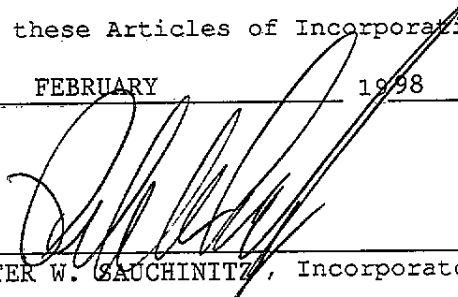
The name and street address of the incorporator to these
Articles of Incorporation is:

PETER W. SAUCHINITZ

2127 VINSON AVE.

SARASOTA, FLORIDA 34232

The undersigned has executed these Articles of Incorporation
this 11 day of FEBRUARY 1998.


PETER W. SAUCHINITZ, Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

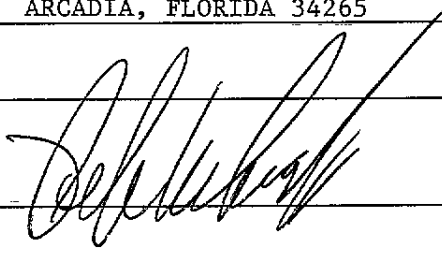
QUALITY DIAGNOSTIC IMAGING INC.

2. The name and address of the registered agent and office is:

PETER W. SAUCHINITZ

900 N. ROBERT AVE.

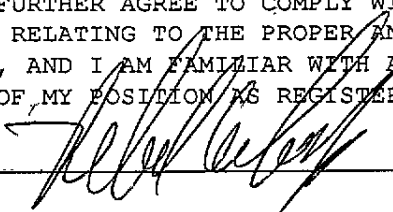
ARCADIA, FLORIDA 34265

Signature: 

Title: INCORPORATOR

Date: FEBRUARY 11, 1998

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.

Signature: 

Date: FEBRUARY 11, 1998