

P98000023985
KEANE MURPHY & HOUGH
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

GREGORY G. KEANE, P.A.
FRANK P. MURPHY, P.A.
GEORGE B. HOUGH, JR., P.A.

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STUART
ROYAL PALM FINANCIAL CENTER
729 S. FEDERAL HIGHWAY
SUITE 222
STUART, FLORIDA 34994
(561) 288-0000

PLEASE REPLY TO NAPLES OFFICE

March 9, 1998

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32301

~~400002455234-7~~
-03/12/98--01052--010
****122.50 ****122.50

Re: Medical Diagnostic Services, Inc.

Dear Sir or Madam,

Enclosed please find Articles of Incorporation together with a Designation of Registered Agent to be filed in connection with the above-referenced corporation.

Also enclosed is this firm's check in the amount of \$122.50 payable to the Secretary of State in payment for the following:

Filing Fees	\$35.00
Designation of Reg. Agent	\$35.00
Certified Copy of Articles of Inc.	<u>\$52.50</u>

TOTAL \$122.50

Kindly return the enclosed Articles of Incorporation to this office in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/dts
Encl.

SERVING:
NAPLES
FT. MYERS
LAKELAND
STUART
PALM BEACH



BOARD CERTIFIED:

FRANK P. MURPHY IS BOARD CERTIFIED IN WILLS, TRUST AND ESTATES BY THE FLORIDA BAR.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 1:28

D. BROWN MAR 13 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 1:23

ARTICLES OF INCORPORATION
FOR MEDICAL DIAGNOSTIC SERVICES, of
Southwest Florida, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Medical Diagnostic Services, of Southwest Florida, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

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

ARTICLE IV. STOCK

This corporation is authorized to issue 1,000,000 shares of common stock at \$1.00 par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows: Frank P. Murphy, Esq., 800 Laurel Oak Dr., Ste. 301, Naples, Florida 34108.

ARTICLE VI. PRINCIPAL OFFICE

The principal office of the company is as follows: 12995 South Cleveland Ave., Ste. 181, Ft. Myers, Florida 33907.

ARTICLE VI. DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial

directors of this corporation are:

John R. Pletincks, II., M.D.
6314 Wiskey Creek Dr.
Ft. Myers, Florida 33919

Holly Hannon
3379 Timberwood Circle
Naples, Florida 34105

Sam G. Ferrell, Jr.
432 Herron Rd.
N. Ft. Myers, Florida 33903

Fred Hansen
12995 So. Cleveland Ave., Ste. 182
Ft. Myers, Florida 33907

ARTICLE VII. OFFICERS

The initial officers of this corporation shall be President, Vice-president, Secretary and Treasurer.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation are:

Sam G. Ferrell, Jr.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

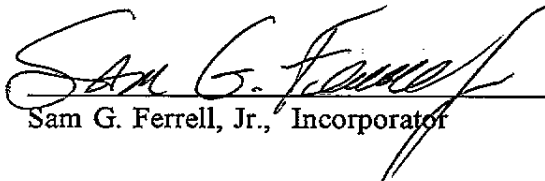
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise

it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23^d day of January, 1998.



Sam G. Ferrell, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared **Sam G. Ferrell, Jr.** to me known to be the person described as subscriber in Medical Diagnostic Services, of Southwest Florida, Inc and hereby executed the foregoing Articles of Incorporation, who produced Florida Drivers License No. FDL FG40781510530 and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 23^d day of January, 1998.




Notary Public

**DESIGNATION AND ACCEPTANCE OF
REGISTERED OFFICE AND REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 1:29

The undersigned subscriber of MEDICAL DIAGNOSTIC SERVICES, OF SOUTHWEST FLORIDA, INC. designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Frank P. Murphy, Esq.
KEANE, MURPHY & HOUGH
800 Laurel Oak Dr., Ste. 301
Naples, Florida 34102


Sam G. Ferrell, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of MEDICAL DIAGNOSTIC SERVICES, OF SOUTHWEST FLORIDA, INC.

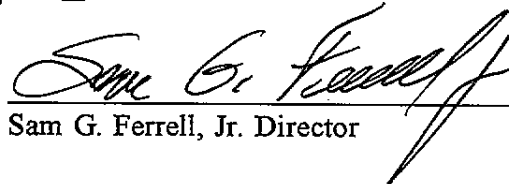
DATED this 23rd day of January, 1998.


Frank P. Murphy, Registered Agent

RESOLUTION OF THE BOARD OF DIRECTORS OF
MEDICAL DIAGNOSTIC SERVICES, OF SOUTHWEST FLORIDA, INC.

BE IT RESOLVED that the above named Corporation shall adopt the attached By-Laws.

Dated this 23d day of January 1998.



Sam G. Ferrell, Jr. Director