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GROVE, JASKIEWICZ AND COBERT
SUITE 400
1730 M STREET, NORTHWEST
WASHINGTON, D. C. 20036-4579
(202) 296-2900
TELECOPIER (202) 296-1370
TELEX 904059WSH
CABLE "AMERICANLAW"

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TALLAHASSEE, FLORIDA

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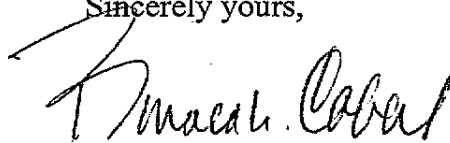
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: OPEN MRI OF JACKSONVILLE, INC.

Dear Sir or Madam:

Enclosed are an a original and one copy of Articles of Incorporation for the above referenced new profit corporation. Also enclosed is our check in the amount of \$78.75 which constitutes the filing fee and a certificate. Should you require any information regarding this matter contact the undersigned at the telephone number in Washington, D.C. set forth above. Thank you for your cooperation.

Sincerely yours,


Ronald N. Cobert

Enc.

P. Hall
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OPEN MRI OF JACKSONVILLE, INC.**

ARTICLE I. NAME. The name of the corporation is

OPEN MRI OF JACKSONVILLE, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT. The place of business and mailing address of the Corporation is c/o Ronald N. Cobert, Suite 400, 1730 M Street, N.W., Washington, D. C. 20036.

ARTICLE III. INITIAL RESIDENT AGENT AND STREET ADDRESS. The name and Florida address of the initial registered agent are: Peter R. Corbin, 121 W. Forsyth Street, Suite 1000, Jacksonville, Florida 32202.

ARTICLE IV. DURATION. The Corporation shall have perpetual existence.

ARTICLE V. PURPOSES. The nature of the business and purposes which this Corporation shall conduct or promote are: To carry on the business of operating, managing, owning or franchising health care facilities and properties; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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ARTICLE VI. CAPITAL STOCK. The total number of shares which the Corporation is authorized to issue is one hundred thousand (100,000) shares of common stock of one dollar (\$1.00)) par value. Each holder of the common stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. The common stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the board of directors.

ARTICLE VII. INCORPORATOR. The name of the incorporator is Ronald N. Cobert whose mailing address is 1730 M Street, N.W., Suite 400, Washington, D.C. 20036.

ARTICLE VIII. MANAGEMENT. For the management of the business, and for the conduct of the affairs of the Corporation, the number of directors shall be as specified in the bylaws of the Corporation, and such number may from time to time and be increased or decreased in such manner as prescribed by the bylaws. Directors need not be shareholders. In furtherance and not in limitation of the powers conferred by the Florida Business Corporation Act, the board of directors is expressly authorized and empowered:

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(a) To make, alter, amend, and repeal the bylaws, subject to the power of shareholders to alter or repeal the bylaws made by the board of directors;

(b) Subject to the applicable provisions of the bylaws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to shareholder inspection. No shareholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until the shareholder makes a demand to inspect, giving at least five (5) days' written notice to the board;

(c) To authorize and issue, without shareholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the shareholders, and to direct and determine other use and disposition of any such earned surplus;

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(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purposes;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(g) To designate, by resolution or resolutions passed by a majority of the whole board, one or more committees, which, to the extent permitted by law and authorized by the resolution or the bylaws, shall have and may exercise the powers of the board;

(h) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the board of directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the bylaws of the Corporation.

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ARTICLE IX. Interested Directors. No transaction between this Corporation and any of its directors, or between this Corporation and any other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such legal entity, or because the interested director was present at the meeting of the board of directors which acted upon or in reference to such transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the board and a disinterested majority of the board shall have nonetheless ratified and approved such transaction. Such interested director may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director is, or was, necessary for the approval of such transaction, then such transaction shall with disclosure of the director's interest be submitted for the approval or ratification of the shareholders.

ARTICLE X. PERSONAL LIABILITY OF DIRECTORS. The personal liability of a director to the Corporation or its shareholders for monetary damages for breach of

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fiduciary duty as a director is eliminated except as otherwise provided by the Florida Business Corporation Act.

ARTICLE XI. S CORPORATION ELECTION. In the event the shareholders of the Corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the Corporation and the board of directors will each year, on or before the due date for estimated payment of federal and applicable state and local income taxes, pay to the shareholders, by way of salary, bonus, dividend or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any shareholder nor any of the officers of the Corporation may, without the prior written consent of the record holders of more than sixty six and two-thirds percent (66.67%) of the then outstanding shares of stock in the Corporation, make or effect any transfer of any shares of stock in the Corporation that would cause a termination or invalidation of the Election.

ARTICLE XII. INDEMNIFICATION. The Corporation shall indemnify as follows:

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the persons did not act in

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good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the

circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) and (b) of this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the Shareholders.

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(e) Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director,

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officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article.

(h) For purposes of this Article references to "the Corporation" shall include, in addition to the resulting Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this Article references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation as referred to in this Article.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person.

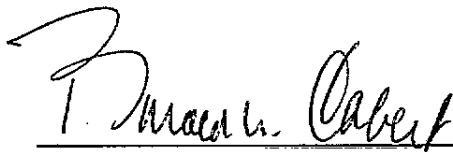
ARTICLE XIII. PLACE OF MEETING; CORPORATE BOOKS. Subject to the laws of the State of Florida the shareholders and the directors shall have power to hold

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their meetings, and the directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Florida, at such place or places as may from time to time be designated in the bylaws or by appropriate resolution.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a Corporation pursuant to the Florida Business Corporation Act, does make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly, have hereunto set my hand this 6th day of April, 1998.



Ronald N. Cobert/Incorporator

April 6, 1998

Date

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/Registered Agent

April 9, 1998

Date