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ST. LOUIS, GUERRA & AUSLANDER, P.A.

MIAMI CENTER, 10TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4325

TELEPHONE (305) 373-4042

FAX (305) 373-4099

June 30, 1998

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

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Re: Florida Medical Ventures, Inc.

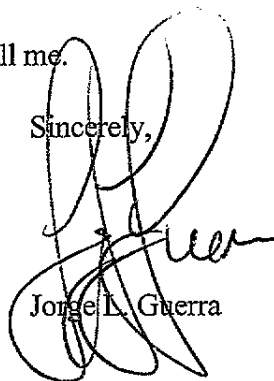
To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 2342, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,


Jorge L. Guerra

JLG/jlr

Enclosures

Dmc
7.6.98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
FLORIDA MEDICAL VENTURES, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Florida Medical Ventures, Inc. Its principal office and mailing address is 6161 S.W. 72nd Street, Miami, Florida 33143.

ARTICLE II - DURATION

The effective date of this Corporation shall be July 1, 1998, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the provision of MRI medical imaging services, including diagnostics and related medical care.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$.10 par value.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be Miami Center, 10th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131-4325, and the initial registered agent of this Corporation at such office shall be Jorge L. Guerra, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:

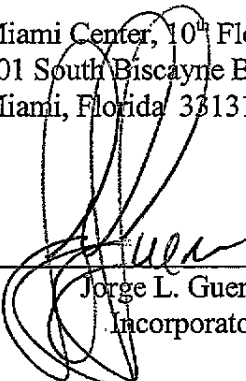
<u>Name</u>	<u>Address</u>
Sergio G. De Mendoza	6161 S.W. 72 nd Street Miami, Florida 33143
Ramon Bardales	6161 S.W. 72 nd Street Miami, Florida 33143
James Zelch	6161 S.W. 72 nd Street Miami, Florida 33143

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

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

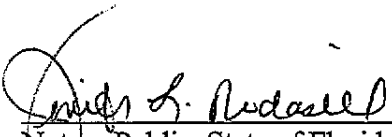
<u>Name</u>	<u>Address</u>
Jorge L. Guerra	Miami Center, 10 th Floor 201 South Biscayne Boulevard Miami, Florida 33131-4325



Jorge L. Guerra,
Incorporator

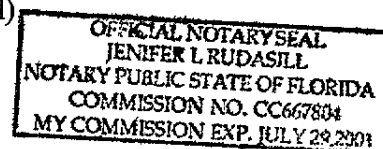
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI - DADE)

The foregoing Articles of Incorporation of Florida Medical Ventures, Inc., were acknowledged before me this 30th day of June, 1998, by Jorge L. Guerra, as Incorporator.



Notary Public, State of Florida
Name: _____
Commission Number: _____
My Commission Expires: _____

(Seal)



FILED

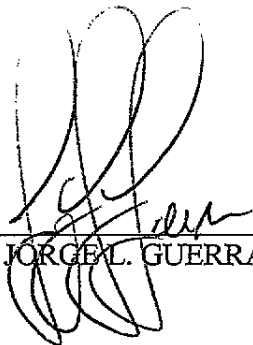
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Florida Medical Ventures, Inc., at the place designated in the Articles of Incorporation, Jorge L. Guerra agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: June 30, 1998.



JORGE L. GUERRA