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CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

EFFECTIVE DATE
7-15-98

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: ALR IMAGING, INC.

AUDIT NUMBER.....H98000013159

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 16, 1998

RUDNICK & WOLFE

SUBJECT: ALR IMAGING, P.A.
REF: W98000016132

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE REGISTERED AGENTS ADDRESS MUST BE STATED IN THE ARTICLES.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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EFFECTIVE DATE
7-15-98**ARTICLES OF INCORPORATION OF
ALR IMAGING, P.A.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a professional service corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act"), as follows:

**I
Name**

The name of the Corporation is ALR IMAGING, P.A.

**II
Term of Existence**

The date when corporate existence will commence is July 15, 1998 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III
Principal Office**

The principal office and mailing address of the Corporation is 3301 Alumni Drive, Tampa, Florida 33612.

**IV.
Nature of Business and Purposes**

The Corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that doctors of medicine duly licensed under the laws of the State of Florida, are authorized to render, but such professional services will be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine in the state. The funds of the Corporation may be invested in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services. The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended.

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

VI.
Capital Stock

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

VII.
Stockholders

The Corporation's Common Stock will be issued only to an individual who is duly licensed as a doctor of medicine under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is duly licensed to practice medicine under the laws of the State of Florida. If any shareholder of the Corporation becomes legally disqualified within Florida to practice medicine or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued practice of medicine, such shareholder will sever all employment with and financial interest in the Corporation. No shareholder of the Corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares of the Corporation's Common Stock.

VIII.
Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
John A. Arrington, M.D.	3301 Alumni Drive Tampa, Florida 33612
F. Reed Murtagh, M.D.	3301 Alumni Drive Tampa, Florida 33612

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Name

Martin L. Silbiger, M.D.

Address

3301 Alumni Drive
Tampa, Florida 3362

IX.

Incorporator

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

Name

David A. Beyer

Address

c/o Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602

X.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

XI.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XII.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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XIII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIV.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 15, 1998.


David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 15, 1998.


DAVID A. BEYER

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