

P98000067423

July 27, 1998

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

Re: New Filing

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-07/29/98--01054--013
****122.50 ****122.50

Gentlemen:

Please find enclosed the original Articles Of Incorporation for BlueSky MRI Centers, Inc. and one copy to be returned for our records.

Also please find enclosed the filing fee of \$122.50 made payable to the Department of State for filing fees, registered agent designation and one certified copy.

Should you have any questions, please contact me at (727) 786-5423.

Yours,


William R. Killerlain

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 9:30

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**ARTICLES OF INCORPORATION
OF**

BlueSky MRI Centers, Inc.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla.Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be BlueSky MRI Centers, Inc.

Section 2. The initial principal office and the initial mailing address of the Corporation shall be Suite 109, 2706 Alternate U.S. Highway 19 North, Palm Harbor, Florida 34683.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be twenty-five million (25,000,000) shares of common stock, all of one class, having a par value of \$.001 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

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ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

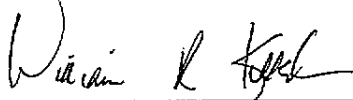
Section 1. The street address of the initial registered office of the Corporation shall be Suite 109, 2706 Alternate U.S. Highway 19 North, Palm Harbor, Florida 34683.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be William R. Killerlain.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is William R. Killerlain, Suite 109, 2706 Alternate U.S. Highway 19 North, Palm Harbor, Florida 34683.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on 7/24/98



William R. Killerlain

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for Diagnostic Development Group, Inc., as stated in these Articles of Incorporation.



William R. Killerlain

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Page 2 of 2