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LAW OFFICES OF FREDERICK C. KRAMER

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Marco Island, Florida 34145

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July 24, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Filing Articles of Incorporation for M.D.
Holdings, Inc.

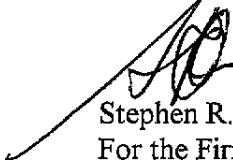
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****122.50 ****122.50

Dear Sir:

Enclosed please find the Articles of Incorporation for M.D. HOLDINGS, INC., together with a check in the amount of \$122.50 made payable to your order to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,


Stephen R. Ostrow
For the Firm

SRO/lk
Enclosures
cc: - M.D. Holdings, Inc.
BA98-006

FILED
98 AUG 10 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 17323

me 8/10/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1998

FREDERICK C. KRAMER, ESQ.
950 NORTH COLLIER BLVD.
SUITE 201 SUNTRUST BUILDING
MARCO ISLAND, FL 34145

SUBJECT: M.D. HOLDINGS, INC.
Ref. Number: W98000017323

We have received your document for M.D. HOLDINGS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Neysa Culligan
Document Specialist

Letter Number: 898A00040071

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

ARTICLES OF INCORPORATION
OF
MARCO M R I, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME

The name of the corporation is: MARCO M R I, INC.

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the corporation is:

950 North Collier Boulevard
Suite 427
Marco Island, Florida 34145

IV. MAILING ADDRESS

The mailing address of the corporation is:

950 North Collier Boulevard
Suite 427
Marco Island, Florida 34145

V. SHARES

The number of shares that the corporation is authorized to issue is ONE HUNDRED (100) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation.

If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 427, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: MICHAEL DUQUET.

VIII. INCORPORATOR

The name and address of the incorporator is:

MICHAEL DUQUET
950 North Collier Boulevard
Suite 427
Marco Island, Florida 34145


IX. MANAGEMENT OF THE CORPORATION

The corporation shall not have a board of directors. Rather, all of the powers and duties conferred and imposed upon a board of directors by the Act shall be exercised and performed by the shareholders.

X. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the corporation in the manner set out and provided for in the Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 5th day of August, 1998.

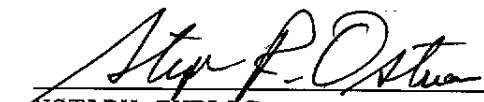

MICHAEL DUQUET
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared MICHAEL DUQUET to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 5th day of August, 1998.


NOTARY PUBLIC - STATE OF FLORIDA
STEPHEN R. OSTROW
COMMISSION # CC708127
EXPIRES 1/1/2002
BONDED THRU ABA 1-888-NOTARY1


NOTARY PUBLIC
Print Name: Stephen R. Ostrow
State of Florida at Large

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.


MICHAEL DUQUET

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA