

CAPITAL CONNECTION, INC.

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Dynamic Imaging
MRI Center, Inc

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FILED
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of Dynamic Imaging MRI Center, Inc.

I. The name of the Corporation is Dynamic Imaging MRI Center, Inc.

II. The principal office of the Corporation in the State of Florida is located at 5401 Kirkman Road, Suite 502, Orlando, in Orange County, Florida. Its registered agent at that address is Terri Wilkinson.

III. The nature of the business of the Corporation and its objects are to acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests; acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private; acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation; enter into, make, and perform contracts of every kind; borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; lend any of its funds, either with or without security; acquire, hold and dispose of shares of its own capital stock and the rights thereto; carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to providing services to its patrons in the Central Florida area; carry out all or any part of the foregoing purposes as principal or agent; do all such things as are necessary and incidental to the attainment of the above-stated purposes; and have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. A. The total number of shares that this Corporation is authorized to issue is five hundred (500) shares of common stock at one dollar (\$1.00) par value.

B. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that they or it may deem advisable in connection with such issuance.

C. The Shareholders or the Board of Directors may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter

authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws.

D. Pursuant to this Section, the Shareholders or the Board of Directors may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock, so long as such modifications do not adversely affect the Corporation's Subchapter S status.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The name and mailing address of the incorporator is: Kathleen Effenson, 7550 Hinson Street, Unit #10-C, Orlando, FL 32819. The Shareholders or the Board may elect or appoint a Chairman, a President (presently denominated as Kathleen Effenson), one or more Vice Presidents (presently denominated as Terri Wilkinson), a Secretary (presently denominated as Terri Wilkinson), a Treasurer (presently denominated as Terri Wilkinson), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities, including all Shareholder meetings, shall be undertaken and completed by the Shareholders and Corporate officers, unless a Board of Directors is nominated and approved by the Shareholders as more specifically defined below. Pursuant to §607.0732(1), passim, Fla. Stat., the Shareholders have agreed to eliminate the need for a Board of Directors until such time as a Board of Directors becomes necessary for the exercise of the Corporate activities.

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) may be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow. In the interim, the Corporation shall be governed by the Shareholders.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Shareholders shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Shareholders.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Shareholders may adopt By-Laws from time to time, to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Shareholders may also cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of shareholders and directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders who, if voting, could have authorized such action shall consent in writing to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each calendar year, or as soon thereafter as a meeting may be properly scheduled by the Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held when directed by the Shareholders.

XVII. Any shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors, if any, shall be elected at the annual meeting of the shareholders.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate shareholders, officers, or directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

XXIII. The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

A. The Shareholders may elect and, if elected, shall continue such election to be an S Corporation as provided by the Internal Revenue Code, unless the Shareholders unanimously agree otherwise in writing.

B. After this Corporation has elected to be an S Corporation, none of the Shareholders may take any action or make any transfer or other disposition of the Shareholders' stock shares that will result in the termination or revocation of such Subchapter S election.

C. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code."

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on this 20 day of August, 1998.

Witness:

John L. Shikman

Dynamic Imaging MRI Center, Inc.


By: Kathleen Effenson
Kathleen Effenson
Incorporator, President

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Dynamic Imaging MRI Center, Inc.
2. The name and address of the registered agent and office is:


Terri Wilkinson
Dynamic Imaging MRI Center, Inc.
5401 Kirkman Road, Suite 502
Orlando, Florida 32819


Terri Wilkinson
Title: Registered Agent
Date: 25 August, 1998

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State of Florida)
County of Orange)

25th The foregoing instrument was acknowledged before me this day of August, 1998, by Terri Wilkinson, of Dynamic Imaging MRI Center, Inc., a Florida corporation, on behalf of the Corporation. She is personally known to me and she confirmed that all information contained herein was accurate, and that she had the authority, via her corporate standing, to execute this document.


Patricia A. Moccio (typed name)
Notary Public
My Commission Expires:

