

10/19/98

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IMAGE MANAGERS AND SYSTEMS, INC.

AUDIT NUMBER.....H98000019399

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

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 98 OCT 20 PM 12:19

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IMAGE MANAGERS AND SYSTEMS, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Image Managers and Systems, Inc. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Dr. Reuven Porges, 435 Center Island Drive, Golden Beach, Florida 33180.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Reuven Porges, M.D., c/o Dr. Reuven Porges, 435 Center Island Drive, Golden Beach, Florida 33180.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have three (3) directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of the Corporation are:

Dr. Shlomo Leibowich
370 Alexandra Circle
Fort Lauderdale, Florida 33327

Dr. Reuven Porges
435 Center Island Drive
Golden Beach, Florida 33180

PREPARED BY:
Mike Segal, P.A.
Florida Bar Number 0124779
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

(305) 373-9400

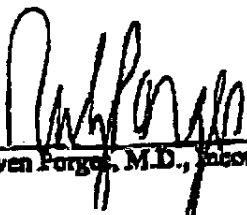
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Dr. Maria Rodriguez
1120 Tyler Street
Fort Lauderdale, Florida 33019

- EIGHTH: The corporate existence of the Corporation shall commence on October 10, 1998.
- NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of October, 1998.



Rouven Forger, M.D., Incorporator

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TOTAL P.04

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

by: Martha Freeman
Martha Freeman, Assistant Secretary

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