

P98000092523

POHL & SHORT, P.A.
ATTORNEYS AT LAW

DWIGHT I. (IKE) COOL
ALEXANDER S. DOUGLAS, II
GARY A. FORSTER
E. GIVENS GOODSPEED
MARK A. GRIMES
ROBERT S. HOOFFMAN
ROGER A. KELLY
DAVID J. KOHS
FRANK L. POHL
JAMES E. SHEPHERD, V
HOUSTON E. SHORT
JOHN R. SIMPSON, JR.

TELEPHONE (407) 647-7645
FACSIMILE (407) 647-2314

MAILING ADDRESS:
POST OFFICE BOX 3208
WINTER PARK, FLORIDA 32790

COURIER ADDRESS:
280 WEST CANTON AVENUE, SUITE 410
WINTER PARK, FLORIDA 32789

October 27, 1998

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

200002675952--0
-10/29/98--01083--011
****122.50 *****78.75

RE: Articles of Incorporation of Advanced Imaging Center of Clermont, Inc.
Our File No. 2801-2

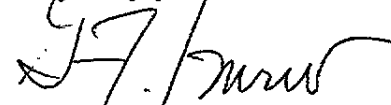
Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Advanced Imaging Center of Clermont, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles, and return a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,


Gary A. Forster

GAF/mrw
Enclosures

FILED
98 OCT 29 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/30/98

**ARTICLES OF INCORPORATION
OF
ADVANCED IMAGING CENTER OF CLERMONT, INC.**

THE UNDERSIGNED, acting as sole incorporator of **ADVANCED IMAGING CENTER OF CLERMONT, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **ADVANCED IMAGING CENTER OF CLERMONT, INC.**

**ARTICLE II
SHARES**

The total authorized capital stock of the Corporation shall be Twenty Thousand (20,000) shares of common stock, of which Ten Thousand (10,000) shares shall be voting common stock, one cent (\$.01) par value per share, and Ten Thousand (10,000) shares shall be non-voting common stock, one cent (\$.01) par value per share. All shares of the Corporation's common stock shall have the same rights and preferences as all other shares of the Corporation's common stock except with regard to voting rights. With respect to voting rights, each share of the voting common stock shall be entitled to vote on all matters submitted to the shareholders of the Corporation, and each share of the non-voting common stock shall not be entitled to vote on any matter except that the approval of a majority of the shares of non-voting common stock shall be required before the Corporation may either (a) amend these Articles to authorize any additional shares of stock or (b) issue any shares of stock to any person.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 1561 West Fairbanks Avenue, MRI Suite, Winter Park, Florida 32789. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 1561 West Fairbanks Avenue, MRI Suite, Winter Park, Florida 32789.

FILED
98 OCT 29 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Gary A. Forster, Esq. of the law firm of Pohl & Short, P.A.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

Tony Talbert	1561 West Fairbanks Avenue
	MRI Suite
	Winter Park, Florida 32789

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Tony Talbert, 1561 West Fairbanks Avenue, MRI Suite, Winter Park, Florida 32789.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 26th day of October, 1998.

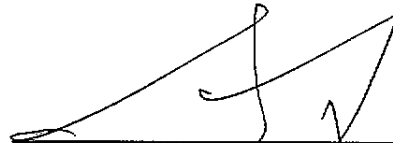


Tony Talbert, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 26th day of October, 1998.

A handwritten signature in black ink, appearing to be 'G. Forster', is written over a horizontal line.

Gary A. Forster, Esq., Registered Agent

FILED

98 OCT 29 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA