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(FRI) 2. 5 '99 16:56/ST. 16:56/NO. 4260823392 P 1

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Radiology Associates of Brandon, Inc.

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**ARTICLES OF INCORPORATION
OF
RADIOLOGY ASSOCIATES OF BRANDON, INC.**

THE UNDERSIGNED, acting as sole incorporator of **RADIOLOGY ASSOCIATES OF BRANDON, INC.** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

RADIOLOGY ASSOCIATES OF BRANDON, INC.

ARTICLE II

Business and Activities

The Corporation may, and it is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be 20,000 shares having a par value of \$.001 per share.

Each share shall have one vote on all matters coming before the Shareholders. Except as otherwise provided in Article VIII, concerning the election of Directors, in all matters coming before the Shareholders, adoption shall require the approval of a majority of shareholders, unless a greater number is required by the Bylaws of the Corporation.

ARTICLE IV

No Preemptive Rights

Shareholders of the Corporation shall not have preemptive rights to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock of the Corporation, whether now or hereafter authorized.

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ARTICLE V
Principle Office

The address of the Principal Office of the Corporation is 511 W. Bay Street, Suite 301, Tampa, FL, 33606. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Office

The mailing address of the Corporation is

511 W. Bay Street
Suite 301
Tampa, FL, 33606

ARTICLE VII
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 511 W. Bay Street, Suite 301, Tampa, FL, 33606 and the initial Registered Agent is Stephen A. Stenzler, MD.

ARTICLE VIII
Initial Board of Directors

The number of Directors of the Corporation is two. The number of directors may be increased or decreased from time to time, but in no event shall the number of the Corporation's Directors be less than two. The names of the individuals who will serve as the initial directors and until successor directors of the corporation are elected and qualified are as follows:

Stephen A. Stenzler, MD
511 Bay Street
Suite 301
Tampa, FL 33606

James Cates, MD
511 Bay Street
Suite 301
Tampa, FL 33606

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ARTICLE IX

Incorporator

The name and address of the sole incorporator of the Corporation is: Stephen A. Crane, Foley & Lardner, 100 North Tampa Street, Suite 2700, Florida 33602.

IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 21st day of January, 1999.


Stephen A. Crane, Incorporator

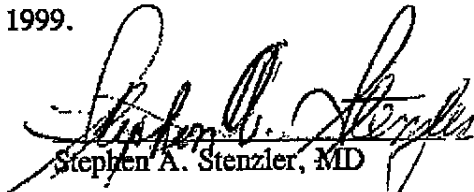
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**ACCEPTANCE OF APPOINTMENT BY
INITIAL REGISTERED AGENT**

THE UNDERSIGNED, a resident of the State of Florida, having been named in Article VII 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 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 it as Registered Agent of the Corporation.

DATED, this 29th day of January, 1999.


Stephen A. Stenzler, MD

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