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**FLORIDA PROFIT CORPORATION OR P.A.**

Imaging Specialists, P.A.

B. McKnight APR 28 1999

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 27, 1999

RUDNICK & WOLFE

SUBJECT: IMAGING SPECIALISTS, P.A.  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
IMAGING SPECIALISTS OF NORTH FLORIDA, P.A.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is **IMAGING SPECIALISTS OF NORTH FLORIDA, P.A.**

**II.  
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office and mailing address of the Corporation is 3301 Alumni Drive, Tampa, Florida 33612.

**IV.  
Nature of Business and Purposes**

The Corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that doctors of medicine duly licensed under the laws of the State of Florida, are authorized to render, but such professional services will be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine in the state. The funds of the Corporation may be invested in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such

Prepared by: David A. Beyer  
Florida Bar No. 0349844  
Rudnick & Wolfe  
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Tampa, Florida 33602  
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professional services. The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended.

**V.  
Capital Stock**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

**VI.  
Stockholders**

The Corporation's Common Stock will be issued only to an individual who is duly licensed as a doctor of medicine under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is duly licensed to practice medicine under the laws of the State of Florida. If any shareholder of the Corporation becomes legally disqualified within Florida to practice medicine or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued practice of medicine, such shareholder will sever all employment with and financial interest in the Corporation. No shareholder of the Corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares of the Corporation's Common Stock.

**VII.  
Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
John A. Arrington, M.D.	3301 Alumni Drive Tampa, Florida 33612
F. Reed Murtagh, M.D.	3301 Alumni Drive Tampa, Florida 33612
Martin L. Silbiger, M.D.	3301 Alumni Drive Tampa, Florida 33612

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**VIII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Rudnick & Wolfe 101 E. Kennedy Boulevard Suite 2000 Tampa, Florida 33602

**IX.**  
**Registered Office and Agent**

The street address of the registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33612 and the name of its registered agent at such address is David A. Beyer.

**X.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**XI.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**XII.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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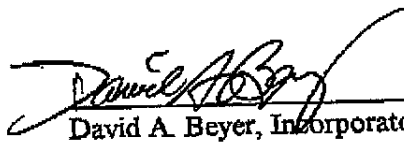
**XIII.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XIV.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 26, 1999.

  
\_\_\_\_\_  
David A. Beyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 26, 1999.

  
\_\_\_\_\_  
David A. Beyer

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