

TRANSMITTAL LETTER

P99000054905

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Dowdy Management and Consulting, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

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-06/16/99-01008-011
*****78.75 *****78.75

FROM: Sharon Dowdy
Name (printed or typed)

165 Escambia Lane
Unit 503
Address

Cocoa Beach, Fl. 32931
City, State & Zip

(407) 799-3627
Daytime Telephone number

FILED
99 JUN 16 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

2. SMITH JUN 16 1999

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I, NAME:

The name of the corporation shall be: Dowdy Management and Consulting, Inc.

ARTICLE II, PURPOSE

The purpose for which this corporation is organized is to deliver professional services such as, but not limited to, Diagnostic Radiology, Angiography, Mammography, Nuclear Medicine, CT, MRI, Cardiac Cath, Radiology Information Systems and other professional services as needed.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

This corporation is organized to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III, PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

Dowdy Management and Consulting, Inc.
165 Escambia Lane
Suite 503
Cocoa Beach, Fl. 32931

ARTICLE IV, SHARES

The corporation shall have the authority to issue 100 shares of common stock, in one class only, each with a par value of \$ 1.00.

ARTICLE V, INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Sharon Dowdy
165 Escambia Lane
Suite 503
Cocoa Beach, fl 32931

Article VI Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Sharon Dowdy
165 Escambia Lane # 503
Cocoa beach, fl. 3293

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DATE OF INCORPORATION

The date of incorporation shall be the date the State Of Florida, Division of Corporations receives and stamps these Articles of Incorporations.

ARTICLE VII, BYLAWS

The corporation bylaws shall establish:

Provisions concerning management and regulations of the affairs of the corporation.

Powers of the corporation, board of directors, and shareholders.

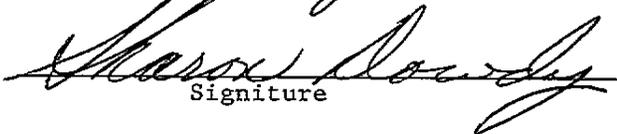
Officers and their duties.

Provisions for personal liability of shareholders.

Any provision required or permitted to be set forth in the bylaws.

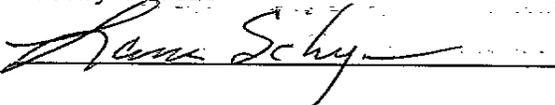
The undersigned incorporator has executed these Articles of Incorporation

this 2 day of June, 1999.

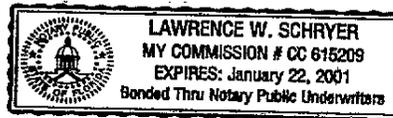

Signature

In witness whereof, I hereunto set my hand and official seal at CAPE CANAVERAL, State of Florida this 2ND day of JUNE, 1999.

Notary Public



My commission expires



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Dowdy Management and Consulting, Inc.
165 Escambia Lane
Suite 503
Cocoa Beach, Fl. 32931

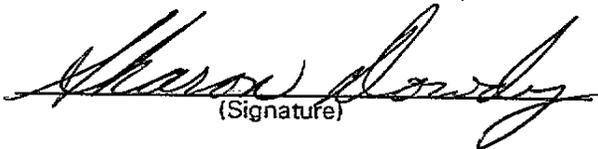
2. The name and address of the registered agent and office is:

Sharon Dowdy
165 Escambia Lane (Name)
Unit 503
Cocoa Beach, Fl. 32931
(P.O. Box not acceptable)
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

June 3, 1999
(Date)