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June 15, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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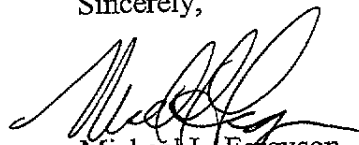
Re: Merger of Florida Acquisition Corporation into Mobile Open MRI, Inc.

Dear Madam or Sir:

Enclosed for filing are the original and one copy each of the Articles of Merger and Plan of Merger in accordance with F.S. 607.1101, et seq. and §368(a)(1)(A) of the Internal Revenue Code for the two above-referenced corporations. Also enclosed is the original and one copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations. My firm check for \$105.00 is enclosed for your filing fees.

Please provide me with confirmation of filing. If you have any questions regarding any of these documents, please feel free to call me.

Sincerely,


Michael L. Ferguson

MLF/sew

Enclosures

FILED
00 JUN 19 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Change
T. LEWIS JUN 22 2000

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PHONE: (850) 477-0660

4300 BAYOU BOULEVARD, SUITE 13, PENSACOLA, FL 32503

FAX: (850) 477-4510

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of Florida
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.

1. The name of the corporation is: Mobile Open MRI, Inc.

2. The mailing address of the corporation is: 997 S. Palafox Place, Pensacola, FL 32501

3. Date of incorporation/qualification: 09/30/1999 Document number: P99000086550

4. The name and address of the current registered agent and office:

John M. Miller

333 First St., North

Jacksonville, FL 32250

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Michael L. Ferguson

4300 Bayou Blvd., Suite 13

Pensacola, FL 32503

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

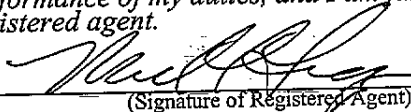


(Signature of an officer, chairman or vice chairman of the board)

6/1/2000
(Date)

Alexander L. Core, III U.P.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

1 June 2000
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***