

P99000086550

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June 15, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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\$105.00 **70.00

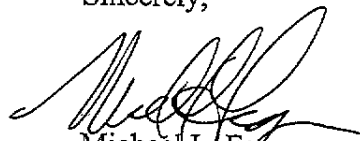
Re: Merger of Florida Acquisition Corporation into Mobile Open MRI, Inc.

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 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
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

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA ACQUISITION CORPORATION, a Florida corporation,
P00000051270.

INTO

MOBILE OPEN MRI, INC., a Florida entity, P99000086550.

File date: June 19, 2000 .

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
MERGING
FLORIDA ACQUISITION CORPORATION
INTO
MOBILE OPEN MRI, INC.**

FILED
00 JUN 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F. S.

ARTICLE ONE

The name and jurisdiction of the surviving corporation is: Mobile Open MRI, Inc., a Florida corporation.

ARTICLE TWO

The name and jurisdiction of the merging corporation is: Florida Acquisition Corporation, a Florida corporation.

ARTICLE THREE

The Plan of Merger is attached.

ARTICLE FOUR

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE FIVE

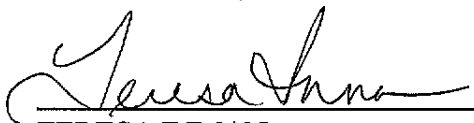
The Plan of Merger was adopted by the shareholder of the surviving corporation on June
1, 2000.

ARTICLE SIX

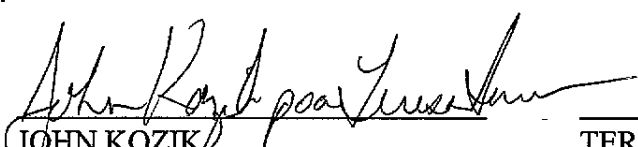
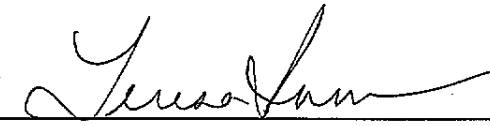
The Plan of Merger was adopted by the shareholders of the merging corporation on June
1, 2000.

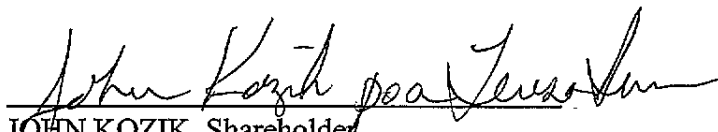
MOBILE OPEN MRI, INC.

(CORPORATE SEAL)

By: 
TERESA INMAN
Its: President


Attest:

By:  
JOHN KOZIK TERESA INMAN, Shareholder
Its: Secretary


JOHN KOZIK, Shareholder

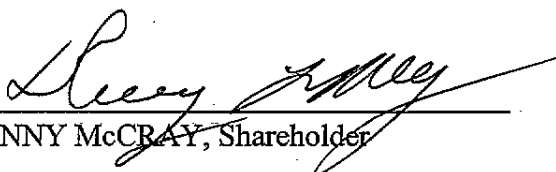
FLORIDA ACQUISITION CORPORATION

(CORPORATE SEAL)

By: 
DANNY McCRAY
Its: President

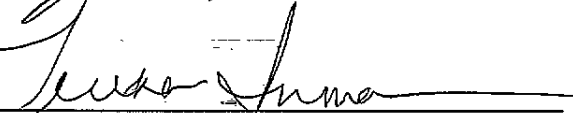
Attest:

By: 
ALEXANDER COVER
Its: Secretary


DANNY McCRAY, Shareholder


JOE HARPOLE, Shareholder


ALEXANDER COVER, Shareholder


TERESA INMAN, Shareholder

PLAN OF MERGER

PLAN OF MERGER made and entered into this 1st day of June, 2000, by and between FLORIDA ACQUISITION CORPORATION, a corporation organized and existing under the laws of the State of Florida, and all the directors and all shareholders authorized to vote thereof, parties of the first part, and MOBILE OPEN MRI, INC., a corporation organized and existing under the laws of the State of Florida, and all the directors and all shareholders authorized to vote thereof, parties of the second party.

WHEREAS, said Florida Acquisition Corporation, party of the first party, was incorporated and is existing under the laws of the State of Florida, and has a maximum amount of capital stock which it is authorized to have outstanding of 100 shares of common stock having a par value of One and 00/100 Dollars (\$1.00) each, of which capital stock 100 shares are now issued and outstanding; and

WHEREAS, said Mobile Open MRI, Inc., party of the second part, was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock which it is authorized to have outstanding of 7,500 shares of common stock having a par value of One and 00/100 Dollar (\$1.00) each, of which capital stock 200 shares are not issued but have been committed to be issued and are outstanding; and

WHEREAS, the principal office of Florida Acquisition Corporation, the party of the first part, in the State of Florida, is located at 997 South Palafox Place, Pensacola, Florida 32501, in the County of Escambia, and the principal office of Mobile Open MRI, Inc., the party of the second part, in the State of Florida, is located at 997 South Palafox Place, Pensacola, Florida 32501, in the County of Escambia; and

WHEREAS, the Board of Directors and all shareholders authorized to vote of each of the corporations parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable and generally to the advantage and welfare of said corporations and their respective shareholders that such corporations merge into a single new corporation, under and pursuant to the provisions of Florida Statutes, which corporation shall be the party of the second part.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter contained, the corporations, parties to this agreement, by and between their respective boards of directors and all shareholders authorized to vote have agreed and do hereby agree each with the other that pursuant to the appropriate provisions of Florida Statutes, Florida Acquisition Corporation, party of the first part, and Mobile Open MRI, Inc., party of the second part, shall be and the same hereby are merged into a single corporation which shall be the party of the second party, which is a corporation organized and existing under the laws of the State of Florida.

FIRST: The name of the corporation which is to survive the merger, herein authorized, shall be Mobile Open MRI, Inc., and the Articles of Incorporation as in effect on the date of the merger provided for in this agreement shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

SECOND: The manner of converting the outstanding shares of the capital stock of Florida Acquisition Corporation, party of the first part, into the shares of the surviving corporation, shall be as follows:

Forthwith upon the filing of this agreement in the office of the Secretary of State of the State of Florida:

Pursuant to the terms agreed upon by all required corporations and their directors and shareholders authorized to vote, 168 shares of Open MRI, Inc., at a par value of \$1.00, shall be transferred and exchanged for the 100 shares of Mobile Open MRI, Inc. stock, at a par value of \$1.00, which constitutes all the interest of Teresa Inman, and \$20,000.00 shall be paid John Kozik for his 100 shares of Mobile Open MRI, Inc. stock, which combined is all the interest of the previous shareholders of Mobile Open MRI, Inc. The new shareholders of Mobile Open MRI, Inc. shall be the previous holder of the 100 shares of Florida Acquisition Corporation and shall become the sole shareholder of any shares in Mobile Open MRI, Inc. and shall be entitled to receive one or more certificates for said 200 shares of common stock of the corporation being merged with. All previous shares of Florida Acquisition Corporation and Mobile Open MRI, Inc. shall be canceled upon execution of this Plan of Merger and surrendered for cancellation by any such holder. The manner and basis of this conversion of shares shall be in compliance with Section 368(a)(1)(A) of the Internal Revenue Code and Sections 607.1101, et seq., F. S.

THIRD: In furtherance and not in limitation of the powers conferred by statute, the resultant Board of Directors of the surviving corporation is expressly authorized:

To make and alter the By-laws of the corporation and to amend the Articles of Incorporation.

To fix the amount and quantity of shares in the surviving corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock book), or any of them, shall be open to inspection of shareholders; and no shareholder shall have any right of inspecting any account, book, or document of the corporation except as conferred by statute, unless authorized by a resolution of the shareholders or directors.

Pursuant to the affirmative vote of all shareholders of record holding voting stock in the corporation, given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of shareholders of record holding voting stock in the corporation, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as approved by all voting shareholders and as its Board of Directors deem expedient and for the best interests of the corporation.

The corporation may in its By-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the statutes of Florida.

FOURTH: Both shareholders and directors shall have power to hold their meetings without the State of Florida, and the corporation may have one or more offices and keep the books (subject to the provisions of the statutes) outside the State of Florida at such places as may from time to time be designated, by the Board of Directors.

FIFTH: When this agreement shall have been approved, signed, acknowledged and filed, as required by law, the separate existence of Florida Acquisition Corporation, party of the first

part, shall cease, and the surviving corporation (herein referred to as the "corporation") shall possess all the rights, privileges, powers and franchises, as well of a public nature as of a private nature, and be subject to all restrictions, disabilities, and duties of each of said corporations so merged, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to any of said corporations on whatever account, as per the terms and conditions agreed upon in the Purchase Agreement of May 19, 2000, as well as for stock subscriptions as all other things in action or belonging to each of said corporations shall be vested in the corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, under the laws of the State of Florida, vested in any of said corporations shall not revert or be in any way impaired by reason of said merger provided, that all rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of said constituent corporations shall thenceforth attach to the corporation, and may be enforced against it and parties who may have liability by agreement, to the same extent as if said debts, liabilities and duties had been incurred or contracted by it or said parties.

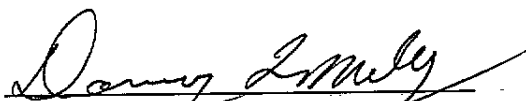
SIXTH: This agreement shall be filed as required by the provisions of the Statutes of Florida and shall be effective upon such filing.

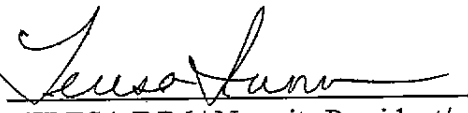
The corporation reserves the right to amend, alter, change or repeal any provision contained in this Plan of Merger in the manner now or hereafter prescribed by the Internal

Revenue regulations and Statutes of Florida, and all rights conferred upon shareholders herein are granted subject to this reservation.

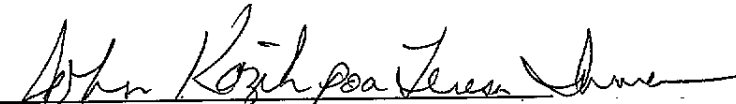
IN WITNESS WHEREOF, all the shareholders authorized to vote and directors of Florida Acquisition Corporation, party of the first part, and all the shareholders authorized to vote and directors of Mobile Open MRI, Inc., party of the second part, being each of the parties to this agreement, have this 18th day of June, 2000, signed this Plan of Merger under the corporate seals of said corporations.

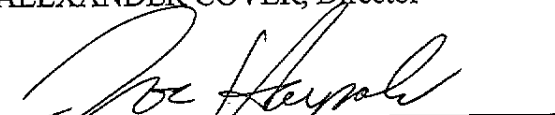
FLORIDA ACQUISITION CORPORATION MOBILE OPEN MRI, INC.

By: 
DANNY McCRAY, as Director and
as President of Open MRI, Inc., its
sole shareholder

By: 
TERESA INMAN, as its President/
Shareholder/Director


ALEXANDER COVER, Director


JOHN KOZIK, Shareholder/Director


JOE HARPOLE, Director

CERTIFICATE OF SECRETARY

I, ALEXANDER COVER, Secretary of Florida Acquisition Corporation, a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Plan of Merger of Florida Acquisition Corporation and Mobile Open MRI, Inc. was submitted to the shareholders of said Florida Acquisition Corporation at a meeting thereof on June 1, 2000, called separately from any meeting of the shareholders

of said Mobile Open MRI, Inc., for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Plan of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the shareholders of said Florida Acquisition Corporation, entitling them to exercise all the voting power on a proposal to merge said corporation with another were for the adoption of said Plan of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said Florida Acquisition Corporation, this 1st day of June, 2000.

FLORIDA ACQUISITION CORPORATION

(CORPORATE SEAL)

By: 
ALEXANDER COVER
Its: Secretary

CERTIFICATE OF SECRETARY

I, JOHN KOZIK, Secretary of Mobile Open MRI, Inc., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Plan of Merger of Florida Acquisition Corporation and Mobile Open MRI, Inc. was submitted to the shareholders of said Mobile Open MRI, Inc. at a meeting thereof on June 1, 2000, called separately from any meeting of the shareholders of said Florida Acquisition Corporation, for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Plan of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or

rejection of the same, and the votes of the shareholders of said Mobile Open MRI, Inc., entitling them to exercise all the voting power on a proposal to merge said corporation with another were for the adoption of said Plan of Merger.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said Mobile Open MRI, Inc., this 15 day of June, 2000.

MOBILE OPEN MRI, INC.

(CORPORATE SEAL)

By:


JOHN KOZIK
Secretary

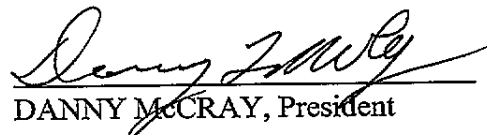
Its:

THE ABOVE PLAN OF MERGER having been executed by all of the Board of Directors of each of the corporations, parties thereto, and having been adopted by all the shareholders authorized to vote of each of said corporations, the President and Secretary of each corporate party hereto, do now hereby execute this Plan of Merger under the corporate seals of their respective corporations, by authority of the directors and shareholders thereof, as the respective act, deed and agreement of each of said corporations, on this 15 day of June, 2000.

FLORIDA ACQUISITION CORPORATION

(CORPORATE SEAL)

By:


DANNY McCRAY, President

By:


ALEXANDER COVER, Secretary

MOBILE OPEN MRI, INC.

(CORPORATE SEAL)

By:


TERESA INMAN, President

By:


JOHN KOZIK, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

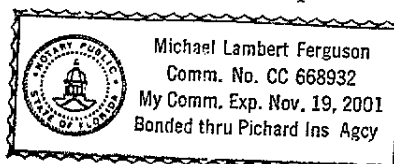
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforementioned to take acknowledgments, personally appeared DANNY McCRAY, to me known and known to be the person described in and who executed the foregoing Plan of Merger as President of Florida Acquisition Corporation, a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Plan of Merger, and acknowledged before me that he executed the same as such President of said corporation and that the foregoing Plan of Merger is the act, deed and agreement of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of June, 2000.

(SEAL)


NOTARY PUBLIC

My Commission Expires:



ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforementioned to take acknowledgments, personally appeared TERESA INMAN, to me known and known to be the person described in and who executed the foregoing Plan of Merger as President of Mobile Open MRI, Inc., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Plan of Merger, and acknowledged before me that she executed the same as such President of said corporation and as power of attorney for the secretary of said corporation, John Kozik, and that the foregoing Plan of Merger is the act, deed and agreement of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 1st day of June, 2000.

(SEAL)



NOTARY PUBLIC
My Commission Expires:

