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EDWIN B. KAGAN, P.A.

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December 9, 1999

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

300003068033--1
-12/13/99--01094--021
****122.50 *****78.75

Re: Magnetic Imaging Systems, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,


Edwin B. Kagan

EBK/cms
Enclosures
cc: Robert Kagan

12/15
Per Edwin Kagan
A15428 & This
new entity are
related to each
other.

RR

FILED
99 DEC 13 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Hoff DEC 15 1999

ARTICLES OF INCORPORATION
OF
MAGNETIC IMAGING SYSTEMS, INC.

FILED
99 DEC 13 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be MAGNETIC IMAGING SYSTEMS, INC.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is as follows:

441 N.E. 4th Avenue
Fort Lauderdale, FL 33301

ARTICLE III - DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

This corporation may engage in any activity or business

permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ten thousand (10,000) shares of common stock, having a par value of \$.001 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - DIRECTORS

This corporation shall have no directors initially. The affairs of this corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

ARTICLE VIII - OFFICERS

The following person shall serve as an officer of this corporation until the earlier of his resignation, death or removal

from office or until his successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Robert L. Kagan, M.D.	President and Secretary/Treasurer

ARTICLE IX - AFFILIATED TRANSACTIONS

This corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE X - CONTROL-SHARE ACQUISITIONS

This corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE XI - INCORPORATOR

The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of Magnetic Imaging Systems, Inc. this 9th day of December, 1999.




EDWIN B. KAGAN, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Magnetic Imaging Systems, Inc. was sworn to and acknowledged before me this 9 day of December, 1999, by EDWIN B. KAGAN.



3/5/99

Notary Public

My Commission Expires:



Gustavo M King

My Commission CC721990

Expires March 5, 2002

Personally known _____ or Produced Identification D.L.
Type of Identification Produced D.L.

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and 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 obligations of Section 607.0505, Florida Statutes.


REGISTERED AGENT

FILED
99 DEC 13 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA