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&
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ATTORNEYS AND COUNSELLORS AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 22 PM 12:43

JAMES A. FARRELL
Board Certified Health Law

(561) 650-8539
jfarrell@shutts-law.com

March 20, 2002

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

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-03/22/02--01061--002
*****43.75 *****43.75

Re: Advanced Imaging, Inc.

Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Dissolution for the above-referenced corporation. Also enclosed is a check made payable to the Secretary of State in the amount of \$43.75, towards payment of the following fees:

Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
	\$43.75

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


James A. Farrell

Enclosures
cc: Saul Canedo, M.D. (w/enc)

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ADVANCED IMAGING, INC.
ARTICLES OF DISSOLUTION

FILED
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DIVISION OF CORPORATIONS
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Pursuant to Section 607.1403 of the Florida Business Corporation Act, this Florida profit corporation submits the following articles of dissolution:

1. The name of the corporation is Advanced Imaging, Inc., (the "Corporation").
2. The directors and the shareholders of the Corporation have authorized the dissolution of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors and Shareholders dated as of December 31, 2001, a copy of which is attached hereto as Exhibit A.
3. Such written consent is sufficient to authorize the dissolution of the Corporation under the Corporation's Articles of Incorporation and Bylaws, and the provisions of the Florida Business Corporation Act.
4. The Corporation shall be dissolved upon the filing of these Articles of Dissolution with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed as of this 29th day of December, 2001.

Advanced Imaging, Inc.

By: Saul Canedo
Saul Canedo, M.D.
Its President

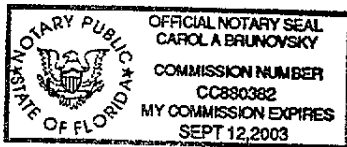
STATE OF FLORIDA)

) ss.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of December, 2001, by Saul Canedo, M.D., as President of Advanced Imaging, Inc., known to me or who has produced A Florida driver's license as identification.

OFFICIAL NOTARIAL SEAL



Carol A. Brunovsky

CAROL A. BRUNOVSKY

(type, print, or stamp name)

Notary Public

Commission No. CC880382

My Commission Expires: 9/12/2003

EXHIBIT A

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
OF
ADVANCED IMAGING, INC.
(a Florida corporation)**

The undersigned, being the directors and shareholders of Advanced Imaging, Inc., a Florida corporation, (the "Corporation"), unanimously adopts the following resolutions pursuant to Section 607.1402 of the Florida Business Corporation Act (the "FBCA") as of December 31, 2001:

WHEREAS, the shareholders of the Corporation have unanimously determined that the Corporation should be liquidated and dissolved;

NOW THEREFORE IT IS

RESOLVED, that the Corporation adopt the Plan of Complete Liquidation and Dissolution in the form attached hereto (the "Plan"), and in accordance with the Plan, the Corporation be liquidated and dissolved;

FURTHER RESOLVED, that the Corporation pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional, or unmatured claims, which are known to the Corporation or otherwise required to be paid pursuant to the FBCA;

FURTHER RESOLVED, that any remaining assets of the Corporation be distributed to the shareholders of the Corporation pursuant to the Plan; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and file all documents, and to take such actions as they may deem necessary or proper in order to liquidate and dissolve the Corporation and to fully effectuate the purposes of the foregoing resolutions, including, but not limited to, filing a Articles of Dissolution with the Secretary of State of the State of Florida.

[Signature Page Follows]

**UNANIMOUS WRITTEN CONSENT OF THE
DIRECTORS AND SHAREHOLDERS OF
ADVANCED IMAGING, INC.**

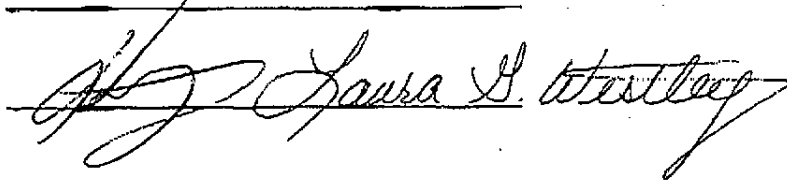
ADVANCED IMAGING, INC.
Shareholder and Director

Saul Canedo

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UNANIMOUS WRITTEN CONSENT OF THE
DIRECTORS AND SHAREHOLDERS OF
ADVANCED IMAGING, INC.


ADVANCED IMAGING, INC.
Shareholder and Director

A handwritten signature in cursive script, reading "Laura S. Westley", is written over a horizontal line. The signature is fluid and stylized, with the first letters of each word being capitalized and prominent.

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UNANIMOUS WRITTEN CONSENT OF THE
DIRECTORS AND SHAREHOLDERS OF
ADVANCED IMAGING, INC.

ADVANCED IMAGING, INC.
Shareholder and Director

 12/30/01

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