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This instrument was prepared
by:

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Birmingham, Alabama 35203

ARTICLES OF INCORPORATION

OF

LIFE DIAGNOSTICS RADIOLOGY, P.C.

TO: THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY:

I, the undersigned, Bernard Schencker, M.D., having attained the age of majority under the laws of the State of Alabama, being a duly licensed physician qualified to practice medicine pursuant to the laws of the State of Alabama, and desiring to form a Professional Corporation, do hereby form this professional corporation pursuant to the provisions of the Code of Alabama (1975) §10-4-380 through §10-4-406, and certify as follows:

ARTICLE I
NAME

The name of the Corporation is:

"Life Diagnostics Radiology, P.C."

ARTICLE II
PURPOSE

The purpose for which the Corporation is organized is to engage in every phase and aspect of the practice of medicine and to render services ancillary thereto, in accordance with the laws of Alabama and the canons of professional ethics.

The Corporation shall not engage in any business other than the practice of medicine and the rendering of services ancillary thereto. However, it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and may own real or personal property necessary or appropriate for rendering professional medical services.

ARTICLE III GOVERNING LAW AND POWERS

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BOOK The Corporation shall be governed by the "Revised Alabama Professional Corporation Act," Code of Alabama (1975), §10-4-380 through §10-4-406, including all amendments thereto, and by the "Alabama Business Corporation Act," Code of Alabama (1975), §10-2A-1 through §10-2A-339, including all amendments thereto, except to the extent that the provisions of such Business Corporation Act are inconsistent with the provisions of the aforementioned Revised Alabama Professional Corporation Act; and all other laws of Alabama governing or applicable to professional corporations, except to the extent that such laws are inconsistent with the provisions of the Revised Alabama Professional Corporation Act. The Corporation shall have all the powers and privileges necessary or convenient to effectuate its purposes, including those enumerated in the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act. The powers of the Corporation pursuant to the laws of Alabama include, without limitation, the following powers:

- A. To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire, and deal in real and personal property of every kind and character insofar as the same shall be necessary or appropriate in connection with the lawful purposes of this Corporation.
- B. To enter into, make and perform, in its own name, contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.
- C. To sue and be sued as an independent entity.
- D. To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of this Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

E. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

F. To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

G. To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

H. To enter into any pension, profit sharing or stock option plans or other projects for the assistance and welfare of its directors, officers and employees.

I. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

J. To acquire bonds or shares of stock of this Corporation or any other corporation, including any other professional corporation.

K. To acquire the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, partnership, association, professional association, professional corporation or corporation.

L. To endorse, lend its credit to, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

M. To enter into any lawful and ethical arrangements for sharing of expenses or profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other

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body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the objects of this Corporation.

N. To lend money and use its credit to assist its employees.

O. To procure a certificate of authority or equivalent authorization to render professional medical services in any other state of the United States.

P. To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations, including, without limitation, the Revised Alabama Professional Corporation Act.

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BOOK 25
The foregoing clauses, and each phrase thereof, shall be construed as objects, powers, and purposes of this Corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

BOOK 25
Notwithstanding the foregoing, the Corporation shall not have any powers which may be inconsistent with the provisions and purposes of the Revised Alabama Professional Corporation Act or which may be inconsistent with any validly issued rule or regulation promulgated by a licensing authority which has jurisdiction with respect to physicians rendering professional medical services.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address is as follows:

Bernard Schencker, M.D.
6801 Cahaba Valley Road
Birmingham, Alabama 35243

ARTICLE V RENDITION OF PROFESSIONAL SERVICES

This Corporation shall render professional services only through individuals permitted to practice medicine in the State

of Alabama; provided, however, that nothing in this Article V shall be construed to require that any individual who is employed by this Corporation be licensed to perform services for which no license is otherwise required, or to prohibit the rendering of professional services by a licensed individual acting in his individual capacity, notwithstanding that such individual may be a shareholder, member, director, officer, employee or agent of this Corporation.

ARTICLE VI PROFESSIONAL RELATIONSHIPS

A. The relationship between an individual performing professional medical services as an employee of this Corporation and a patient shall be the same as if the individual performed such services as a sole practitioner.

B. The relationship between this Corporation and the patient shall be the same as between the patient and the individual performing the services.

ARTICLE VII LIABILITY

A. Every individual who renders professional medical services as an employee of this Corporation shall be liable for any negligent or wrongful act or omission in which he personally participates to the same extent as if he rendered such services as a sole practitioner.

B. The personal liability of a shareholder, employee, director or officer of this Corporation shall be no greater in any respect than that of a shareholder, employee, director or officer of a corporation organized under the Alabama Business Corporation Act.

ARTICLE VIII ACTS PROHIBITED

This Corporation shall not do any act which is prohibited to be done by individual persons licensed to practice the profession of medicine.

ARTICLE IX
CAPITAL STOCK

A. The total number of shares of stock which the Corporation shall have authority to issue shall be one thousand (1,000) shares of common stock at the par value of One Dollar (\$1.00) per share.

B. Except as may otherwise be provided for in the Bylaws of the Corporation with respect to the personal representative of a deceased shareholder, no person or legal entity who is not a Qualified Person, as defined in Code of Alabama (1975) §10-4-382(5), (hereinafter referred to as a "Qualified Person") may become a shareholder of this Corporation. The Corporation may issue shares of its capital stock only to Qualified Persons. A shareholder may voluntarily transfer his or her shares in this Corporation only to Qualified Persons. Any share of this Corporation issued in violation of this Article IX, Paragraph B, is null and void. The transfer of any shares in violation of this Article IX, Paragraph B, shall be null and void.

C. A voting trust with respect to shares of this Corporation shall not be valid unless all the trustees and beneficiaries thereof are Qualified Persons, except that a voting trust may be validly continued for a period of twelve (12) months after the death of a deceased beneficiary or after a beneficiary is no longer a Qualified Person.

D. Each holder of the common shares of the Corporation shall have the preemptive right to purchase his pro rata portion of the issuance of any class of stock, including treasury stock, at such price which may be in excess of par value, within such time and on such terms as shall be fixed and determined by the Board of Directors, provided, however, that for purposes of this Article IX, Paragraph D, the "pro rata portion" of such issuance of any class of stock for each shareholder shall be equal to the product of the total number of shares of such issuance multiplied by a fraction, the denominator of which shall be the total number of common shares then issued and outstanding (exclusive of any shares being then issued) and the numerator of which shall be the number of shares then owned by such shareholder (exclusive of any shares being then issued).

E. The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

ARTICLE X
TRANSFERABILITY OF SHARES

Except as may otherwise be provided in the Bylaws of the Corporation or by private agreement, shares of stock in this Corporation may be sold, assigned and transferred without limitation to any Qualified Person.

ARTICLE XI
DIRECTORS AND OFFICERS

A. The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of four (4) directors or such other number of directors as may be provided from time to time in the Bylaws of the Corporation. The number of directors may be changed as provided in the Bylaws of the Corporation.

B. The members of the Board of Directors shall be elected at the annual meeting of the shareholders and shall hold office for one (1) year until the next annual meeting of shareholders or until their successors have been elected and qualified.

C. The Board of Directors shall have and may exercise all of the rights, power and authority that may be vested in the Board of Directors of a professional corporation organized under the Revised Alabama Professional Corporation Act as the same has been or shall be from time to time amended, including all rights, powers and authority vested in the Board of Directors of a corporation organized under the laws of Alabama and not inconsistent with said Revised Alabama Professional Corporation Act. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized:

1. To adopt, alter, amend and repeal the Bylaws of the Corporation, but the Bylaws so made by the Directors may be altered or replaced by the Board of Directors or shareholders;

2. To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

D. The name and address of each person who is to serve as a member of the Board of Directors of the Corporation until the first annual meeting of shareholders is as follows:

<u>Name</u>	<u>Post Office Address</u>
Bernard Schencker, M.D.	6801 Cahaba Valley Road Birmingham, Alabama 35243
Howard P. Schiele, M.D.	6801 Cahaba Valley Road Birmingham, Alabama 35243
Thomas Payne, III, M.D.	6801 Cahaba Valley Road Birmingham, Alabama 35243
Maurice H. Rowell, Jr., M.D.	6801 Cahaba Valley Road Birmingham, Alabama 35243

E. Members of the Board of Directors need not be shareholders of the Corporation.

F. The officers of the Corporation shall include a President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time determine.

G. The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the Corporation. The Secretary or any Assistant Secretary shall have authority to affix this seal to instruments requiring it, and attest the same.

H. The officers of the Corporation need not be members of the Board of Directors.

I. At least one director of the Corporation and the President of the Corporation shall be Qualified Persons with respect to the Corporation; provided, however, that this Paragraph I of this Article XI shall not apply for a period of twelve (12) months after the death of the sole shareholder of the Corporation.

J. No contract or other transaction between this Corporation and any person, firm, association or corporation and no other act of this Corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the Corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, trans-

action or other act, or related to or interested in (either as director, shareholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be so disclosed or known. Any director of this Corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bernard Schencker, M.D.	6801 Cahaba Valley Road Birmingham, Alabama 35243

ARTICLE XIII
DURATION

- A. The duration of the Corporation shall be perpetual.
- B. This Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in Paragraph A of this Article XIII and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, the transfer of shares, or any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders.

ARTICLE XIV
DEATH OR DISQUALIFICATION OF A SHAREHOLDER

Upon the death of a shareholder of this Corporation, or if a shareholder of this Corporation ceases to be a Qualified Person, or if shares of this Corporation are transferred by operation of law or court decree to a person who is not a Qualified Person, the shares of such deceased shareholder or of such person who is not a Qualified Person may be transferred to a Qualified Person and, if not so transferred, shall be purchased or redeemed by the Corporation to the extent of funds which may be legally made available for such purchase, for the price and pursuant to the terms established in the bylaws of the Corporation or by private agreement. In the event the price at which such sale and purchase or redemption shall be made is not fixed as aforesaid, then the price for such shares shall be the book value thereof at the end of the month immediately preceding such death, transfer or disqualification. For the purpose of determining such price, book value shall be computed according to the cash receipts and disbursements method of accounting, and shall not include the accounts receivable or goodwill of the Corporation. Such book value shall be determined from the books and records of the Corporation by an independent certified public accountant employed by the Corporation for such purpose. The determination of book value by such certified public accountant shall be conclusive and binding upon the Corporation, its shareholders and the transferor.

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BOOK

ARTICLE XV
BYLAWS

- A. The Corporation shall have such Bylaws as may be adopted by the shareholders.
- B. The power to alter, amend or repeal the Bylaws adopted by the shareholders or to adopt new Bylaws is hereby vested in either the shareholders or the Board of Directors; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a quorum at such shareholders' meeting; and further provided, that all Bylaws made or adopted by the Board of Directors may be altered or repealed by the shareholders.
- C. Any action required to be taken at a meeting of shareholders or at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the shareholders or all members of the Board, respectively, entitled to vote

with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

D. The Bylaws may provide that whenever any notice is required to be given under either the laws of the State of Alabama, these Articles of Incorporation or Bylaws adopted pursuant to the provisions hereof, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.

ARTICLE XVI
RIGHTS RELEASED AND RETAINED

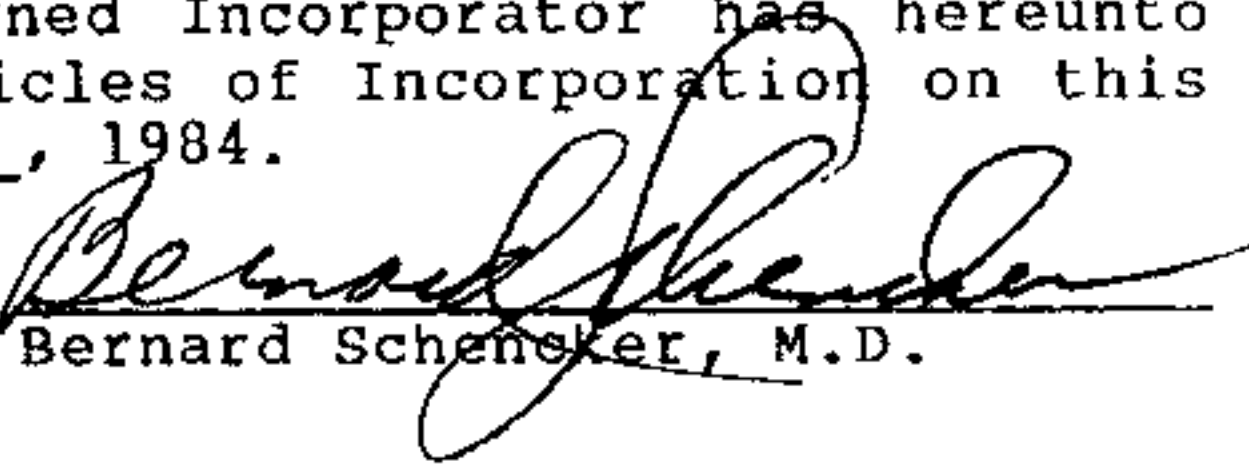
A. Shareholders of this Corporation may also be employees of this Corporation and subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of a stock interest in this Corporation. All professional employees agree to forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of this Corporation.

B. The Corporation shall have the sole and exclusive right to designate the person or persons to perform all medical services rendered by the Corporation.

ARTICLE XVII
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, Directors and shareholders herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the holders of the common shares of stock and that no such amendment, alteration, change or repeal upon which the holders of any class of common stock shall be entitled to vote as a class shall be effective without the approval of a majority of the holders of that class of common stock.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his name to these Articles of Incorporation on this the 8th day of February, 1984.


Bernard Schenker, M.D.



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Life Diagnostics Radiology, P.C.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Life Diagnostics Radiology, P.C. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 18, 1984 - expires 5-18-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

LIFE DIAGNOSTICS RADIOLOGY, P.C.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of LIFE DIAGNOSTICS RADIOLOGY, P.C., duly signed

pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of LIFE DIAGNOSTICS RADIOLOGY, P.C., and attaches

hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of FEBRUARY, 19 84.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 FEB 13 PM 1:07

Thomas A. Swindler, Jr.
JUDGE OF PROBATE

Thomas A. Swindler, Jr.

Judge of Probate

Recd 25.00
Jud 1.00
26.00