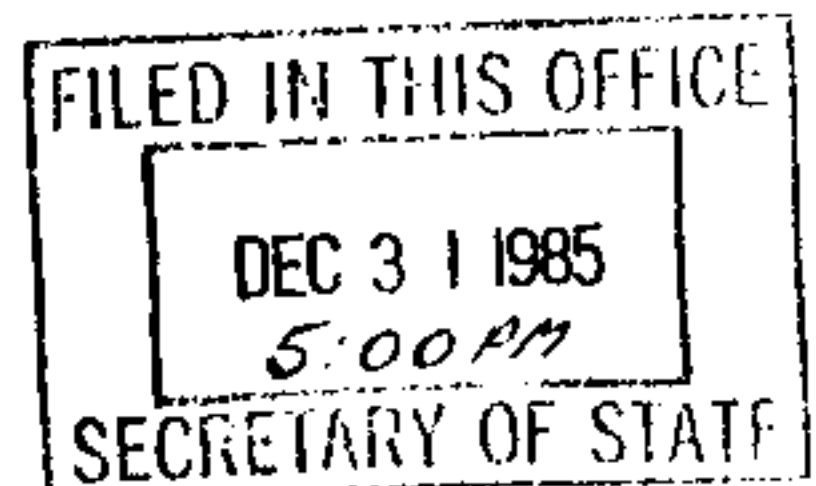


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ARTICLES OF MERGER



ARTICLES OF MERGER, made December 30, 1985 by and between LIFE DIAGNOSTICS, INC., an Alabama corporation (hereinafter sometimes referred to as "Life Diagnostics, Inc."), and LIFE DIAGNOSTICS RADIOLOGY, P.C., an Alabama professional corporation (hereinafter sometimes referred to as the "Surviving Corporation") (said corporations being sometimes hereinafter collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS:

(a) The Constituent Corporations desire to merge with each other in accordance with the provisions hereinafter set forth, with Life Diagnostics Radiology, P.C., remaining as the surviving corporation, and desire to effectuate such merger so as to qualify as a non-taxable reorganization under Section 368 of the Internal Revenue Code of 1954, as amended;

(b) Life Diagnostics, Inc. is a corporation duly organized and existing under the laws of the State of Alabama, having been incorporated thereunder on January 23, 1984;

(c) Life Diagnostics Radiology, P.C., is a professional corporation organized and existing under the laws of the State of Alabama, having been incorporated thereunder on February 13, 1984;

(d) The Constituent Corporations were both organized under their present names, and such names have never been changed;

(e) The authorized capitalization of Life Diagnostics, Inc. consists of 1,000 shares of Common Stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding as of the date hereof;

(f) The authorized capitalization of Life Diagnostics Radiology, P.C., consists of 1,000 shares of Common Stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding as of the date hereof;

(g) The principal office of Life Diagnostics, Inc. is located at 3300 Cahaba Road, Suite 102 Birmingham, Alabama 35209, and

Hon. Ronald A. Levitt  
Berkowitz, Lefkovits,  
1100 Financial Center  
Birmingham, AL 35203

the principal office of Life Diagnostics Radiology, P.C., is located at 3300 Cahaba Road, Suite 102 Birmingham, Alabama 35209;

(h) The Board of Directors and Shareholders of Life Diagnostics, Inc. and Life Diagnostics Radiology, P.C., deem it to the benefit and advantage of each of the Constituent Corporations that said corporations merge under and pursuant to the provisions of Code of Alabama 1975, §10-2A-140 et seq., and the Board of Directors and Shareholders of each of the Constituent Corporations, by unanimous resolutions duly adopted, have approved the Plan of Merger set forth below in these Articles, and have approved the execution and filing of these Articles, all in accordance with the provisions of Code of Alabama 1975, §§10-2A-140 and 142.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereby execute and verify these Articles of Merger pursuant to Code of Alabama 1975, §10-2A-143 and agree that Life Diagnostics, Inc. shall be merged with and into Life Diagnostics Radiology, P.C., and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as hereinafter set forth:

ARTICLE I: PLAN OF MERGER.

1. MERGER. Life Diagnostics, Inc. shall be, and it hereby is, merged into Life Diagnostics Radiology, P.C.

2. EFFECTIVE DATE. This Plan of Merger shall become effective upon the issuance of a Certificate of Merger by the Secretary of State of the State of Alabama following compliance with the laws of the State of Alabama, the time of such effectiveness being hereinafter called the Effective Date.

3. SURVIVING CORPORATION. Life Diagnostics Radiology, P.C. shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Alabama, but the separate corporate existence of Life Diagnostics, Inc. shall cease forthwith upon the Effective Date and thereupon Life Diagnostics, Inc. and Life Diagnostics Radiology, P.C. shall be a single corporation (hereinafter sometimes referred to as the "Surviving Corporation").

4. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of Life Diagnostics Radiology, P.C. shall be the Certificate of Incorporation of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such

Certificate of Incorporation upon any shareholder or Director or officer of Life Diagnostics Radiology, P.C. or upon any other person whomsoever are subject to this reserve power. Said Certificate of Incorporation of Life Diagnostics Radiology, P.C. is made a part of this Plan of Merger with the same force and effect as if set forth in full herein.

5. BYLAWS. The Bylaws of Life Diagnostics Radiology, P.C. shall be the Bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. AUTHORIZED CAPITAL. The authorized capital stock of the Surviving Corporation following the Effective Date shall be an amount equal to the aggregate par value of all the issued shares of common stock of the Surviving Corporation, after giving effect to these terms and provisions of this Plan of Merger, unless and until the same shall be changed in accordance with the laws of the State of Alabama.

7. CONVERSION OF OUTSTANDING STOCK. Forthwith upon the Effective Date, each issued and outstanding share of Common Stock of Life Diagnostics, Inc. shall be and become converted into One (1) fully paid and nonassessable share of Common Stock, par value \$1.00 per share, of the Surviving Corporation. Outstanding Certificates representing shares of Common Stock of Life Diagnostics, Inc. shall thenceforth represent shares of Common Stock of the Surviving Corporation, and the holder thereof shall be entitled to precisely the same rights he would enjoy if he held such Certificates issued by the Surviving Corporation. Upon the surrender of any such Certificate to the Surviving Corporation, the transferee or other holder of the Certificates surrendered shall receive in exchange therefor a Certificate or Certificates of the Surviving Corporation. Each issued and outstanding share of Common Stock of the Surviving Corporation shall remain issued and outstanding, and shall be otherwise unaffected, following the Effective Date of the Merger.

8. RETIREMENT OF TREASURY STOCK. Forthwith upon the Effective Date, all shares of stock of Life Diagnostics, Inc. held in the treasury of Life Diagnostics, Inc. on the Effective Date shall be retired and no shares of stock or any other securities of the Surviving Corporation shall be issued in respect thereof.

9. BOOK ENTRIES. The merger contemplated hereby shall be treated as a pooling of interests and, as of the Effective Date, the assets, liabilities, reserves and accounts of each Constituent Corporation shall be taken upon the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of each Constituent Corporation, subject to such adjustments and

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elimination of any intercompany items as may be appropriate or in accordance with generally accepted accounting principles.

10. RIGHTS AND LIABILITIES OF SURVIVING CORPORATION. At and after the effective time of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, as well of a public as of a private nature, subject to all of the restrictions, liabilities and duties of each of the Constituent Corporations; and all and singular, of the rights, privileges, powers and franchises of each of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and Directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger. Any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

11. FURTHER ASSURANCES OF TITLE. If at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any further acknowledgements, assignments or assurances in law or other similar actions are necessary or desirable in order to acknowledge, vest, perfect or confirm upon record or otherwise, in the Surviving Corporation, any right, title or interest in any property or rights of Life Diagnostics, Inc. held immediately prior to the Effective Date, Life Diagnostics, Inc. and its proper officers and Directors shall and will execute and deliver all such proper acknowledgements, deeds, assignments or assurances in law and do all things necessary or proper to acknowledge, vest, perfect

or confirm title to such property or rights in the Surviving Corporation as shall be necessary to carry out the purposes of this Plan, and the Surviving Corporation and the proper officers and Directors thereof are fully authorized to take any and all action in the name of Life Diagnostics, Inc. or otherwise.

12. CONTINUATION OF CORPORATE ACTS, PLANS, EMPLOYEES AND CERTAIN OTHER MATTERS.

(a) All corporate acts, plans, policies, approvals and authorizations of Life Diagnostics, Inc., its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were with respect to Life Diagnostics, Inc..

(b) Without limiting the foregoing, all stock-option, pension and profit-sharing plans, if any, of Life Diagnostics, Inc., all as amended and in effect immediately prior to the merger becoming effective, and any and all outstanding options and rights thereunder, shall be continued by the Surviving Corporation, which shall be substituted for Life Diagnostics, Inc.. Such merger shall not, in itself, effect any other change in such plans, options or rights.

(c) The employees of Life Diagnostics, Inc. shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of Life Diagnostics, Inc..

13. OFFICERS AND DIRECTORS.

(a) The officers and Directors of Life Diagnostics Radiology, P.C. at the Effective Date shall serve as the officers and Directors of the Surviving Corporation, until their successors shall have been elected and shall qualify as otherwise provided in the Bylaws of the Surviving Corporation.

(b) If, on or after the Effective Date, a vacancy shall exist in the Board of Directors or offices of the Surviving Corporation, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

14. ADOPTION, EXECUTION, VERIFICATION AND FILING OF ARTICLES OF MERGER. On or prior to the Effective Date, the following actions shall be accomplished prior to the merger becoming effective:

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(a) This Plan of Merger shall be adopted and approved by the Board of Directors and shareholders of each Constituent Corporation as provided in Code of Alabama 1975, §§10-2A-140 and 142.

(b) Articles of Merger containing the Plan of Merger and other information required by Code of Alabama 1975, §10-2A-143 shall be executed for each Constituent Corporation by its President or a Vice-President and by its Secretary or an Assistant Secretary, and verified by one of the officers of each such Constituent Corporation.

(c) The Articles of Merger, two copies thereof, so executed and approved, shall be delivered to and filed with the Secretary of State of Alabama.

15. TERMINATION. This Plan of Merger may be terminated and abandoned by resolutions of the Board of Directors of either of the Constituent Corporations prior to the merger becoming effective. In the event of the termination and abandonment of the Plan of Merger and the merger pursuant to the foregoing provisions of this Paragraph, this Plan of Merger shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or their respective shareholders, Directors or officers.

16. CAPTIONS. The captions or headings in this Plan of Merger are made for convenience and general reference only and shall not be construed to describe, define or limit the scope or intent of any of the provisions of this Plan of Merger.

ARTICLE II: OUTSTANDING SHARES OF THE CONSTITUENT CORPORATIONS.

<u>Constituent Corporation</u>	<u>Number of Shares Outstanding</u>
Life Diagnostics Radiology, P.C.	1,000
Life Diagnostics, Inc.	1,000

The above shares constitute the only class of capital stock of each of the Constituent Corporations.

ARTICLE III: SHARES VOTED.

<u>Constituent Corporation</u>	<u>Number of Shares Entitled to Vote</u>	<u>Shares Voted For Plan of Merger</u>	<u>Shares Voted Against Plan of Merger</u>
Life Diagnostics Radiology, P.C.	1,000	1,000	0
Life Diagnostics, Inc.	1,000	1000	0

No shares of any class (other than the voting common shares described above) of the Constituent Corporations are or were entitled to vote as a class.


ARTICLE IV: COUNTY OF INCORPORATION.

Each Constituent Corporation was incorporated under the laws of the State of Alabama in Shelby County, Alabama.

IN WITNESS WHEREOF, these Articles of Merger have been executed for each Constituent Corporation by its President and by its Secretary, and have been verified by one of such officers of each Constituent Corporation signing these Articles of Merger on the day and year first above written.

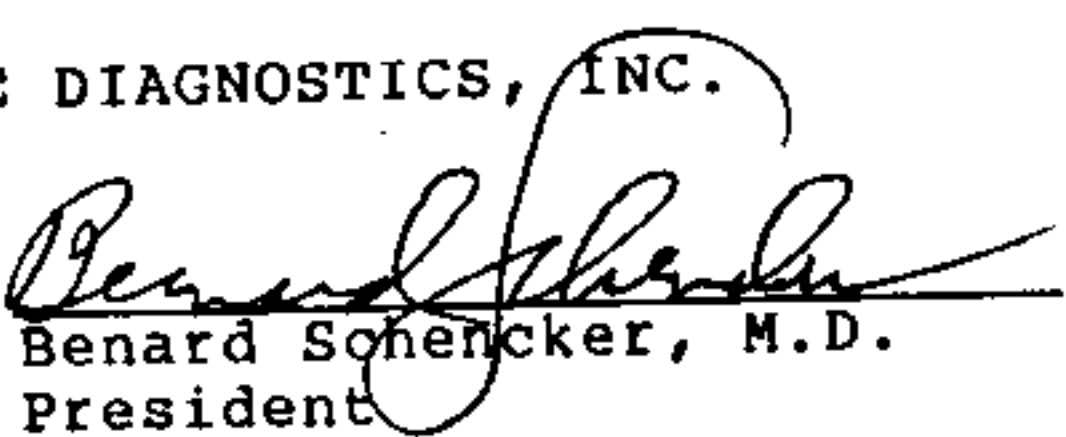
ATTEST:

By:


  
Howard P. Schiele, M.D.  
Secretary

LIFE DIAGNOSTICS, INC.

By:

  
Benard Schencker, M.D.  
President

By:

  
Howard P. Schiele, M.D.  
Secretary

LIFE DIAGNOSTICS  
RADIOLOGY, P.C.

By:

  
Bernard Schencker, M.D.  
President

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VERIFICATIONS

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that on this day personally appeared before me Benard Schencker, M.D. and Howard P. Schiele, M.D., who, being by me first duly sworn, declared that they are the respective President and Secretary of Life Diagnostics, Inc., that they signed the foregoing Articles of Merger as such officers, and that the matters set forth in the foregoing Articles of Merger are true and correct.

Given under my hand and official seal this 30th day of December, 1985.

  
Notary Public

My Commission Expires: 7/14/86

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that on this day personally appeared before me Bernard Schencker, M.D. and Howard P. Schiele, M.D., who, being by me first duly sworn, declared that they are the respective President and Secretary of Life Diagnostics Radiology, P.C. that they signed the foregoing Articles of Merger as such officers, and that the matters set forth in the foregoing Articles of Merger are true and correct.

Given under my hand and official seal this 30th day of December, 1985.

  
Notary Public

My Commission Expires: 7/14/86





# 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 duplicate originals of Articles of Merger merging Life Diagnostics, Inc., into Life Diagnostics Radiology, P.C., both Alabama corporations

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duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging Life Diagnostics, Inc. into Life Diagnostics Radiology, P.C.

and attaches hereto a duplicate original of the Articles of Merger.

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.

December 31, 1985

Date

Don Siegelman

Secretary of State

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STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
1986 JAN -6 PM 12:37  
Thomas G. Shandley, Jr.  
JUDGE OF PROBATE  
Rec'd 25.00  
Jud 1.00  
26.00

Secretary of State  
State of Alabama

I hereby certify that this  
is a true and complete copy of  
the document filed in this office  
on December 31, 1985

Dated 12-31-85

Secretary of State  
Don McLaughlin

*Don McLaughlin*