

**AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
OPEN MRI OF DECATUR, LLC**

In accordance with Section § 10-12-11 of the Alabama Code (1975), as amended, Open MRI of Decatur, LLC (the "Company"), does hereby amend its Articles of Organization as follows:

1. The name of the limited liability company is Open MRI of Decatur, LLC (the "Company").
2. The Articles of Organization of the Company were filed on the 21st day of August, 1998 in the probate office of Shelby County, Alabama.
3. The Articles of Organization of the Company are hereby amended by adding thereto a new paragraph numbered 10, as follows:

1. If Members holding seventy-five (75) percent of the financial rights in the Company agree upon an initial operating agreement (an "IOA") of the Company and execute the same, then any member who fails, within seven (7) days after Notice thereof from the Company, to either execute the IOA or provide the manager and the other members with Notice of such member's

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objections to the IOA (the "Objecting Member"), shall cease to be a member in the Company. If an Objecting Member provides the manager and the other members with Notice of such member's objections to the IOA within such seven (7) day period, each other member shall, within seven (7) days thereafter, give Notice to the manager and the other members of any objections he or she may have to the revisions to the IOA suggested by the Objecting Member. If, at the conclusion of such second seven (7) day period, members holding seventy-five (75) percent of the financial rights in the Company are no longer in agreement upon an IOA of the Company, then any Objecting Member shall not cease to be a member of the Company and the manager shall call a special meeting of the members for the consideration of an IOA. If, however, at the conclusion of such second seven (7) day period, members holding seventy-five (75) percent of the financial rights in the Company continue to be in agreement upon an IOA of the

Company, then any Objecting Member shall cease immediately to be a member of the Company.

Within thirty (30) days after the cessation of membership of an Objecting Member, the Company shall distribute to such former member the amount of any contributions made by the former member to the Company for the membership interest, plus interest on such contributions at the rate of 8% per annum, less the amount of any unpaid indebtedness due and payable to the Company by such former member. For purposes of this Section 10, Notice shall be in writing and shall be considered given when mailed by first class mail postage prepaid addressed to the member or manager, as the case may be, at that person's address as reflected in these articles.

Dated this 28th day of October, 1999.

OPEN MRI OF DECATUR, LLC

By: 
Its: Member

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