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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Rhode Island Medical Imaging, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on September 19, 2002, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

At the date of filing, each twelve and 65/100 (12.65) shares of Common Stock of the corporation then issued and outstanding or held in the treasury of the corporation automatically shall be combined into one (1) share of fully-paid and nonassessable common stock of the corporation.

3. The number of shares of the corporation outstanding at the time of such adoption was 41,745; and the number of shares entitled to vote thereon was 41,475.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>none</u>	_____
_____	_____
_____	_____

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5. The number of shares voted for such amendment was 41,475; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
none		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

As stated in amendment

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

By virtue of the reverse stock split, the number of shares issued will change from 44,275 to 3500, resulting in a reduction of stated capital from \$44,275 to \$3,500.

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 1-14-05

Rhode Island Medical Imaging, Inc.
Print Corporate Name

By [Signature]
 President or Vice President (check one)

AND

By [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Providence

In East Providence, on this 14th day of January, 2004 personally appeared before me Richard W. [Signature] who, being by me first duly sworn, declared that he/she is the President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 9-15-05