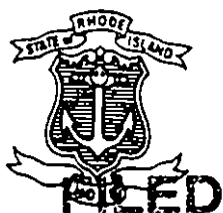


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OCT 20 1997

BUSINESS CORPORATION

By G 1059191906

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Open MRI of New England, Inc.

[illegible]

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in the business of and provide outpatient magnetic resonance imaging services; and to transact any lawful business for which corporation may be incorporated under the Rhode Island Business Corporation Act; and to have all of the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 8,000.00 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

all of which are of a par value of .01 dollar each, and all of which are one class and are common shares. or

(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.);

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 525 Broad Street, Suite L3-L4,
(Street)
Cumberland, RI 02864 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
Michael Klufas

8. The number of directors constituting the initial board of directors of the corporation is 3 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
	<u>Roman A. Klufas</u>	<u>50 Galen Court, Seekonk, MA 02771</u>
	<u>Michael E. Klufas</u>	<u>124 Tobie Ave., Pawtucket, RI 02861</u>
	<u>John S. Tkach</u>	<u>737 Pine Street, Seekonk, MA 02771</u>

9. The name and address of each incorporator is:

Name	Address
<u>Roman A. Klufas</u>	<u>50 Galen Court, Seekonk, MA 02771</u>

10. Date when corporate existence to begin: The date upon which the Secretary of State of
Rhode Island issues a Certificate of Incorporation for the corporation.
(not more than 30 days after filing of these articles of incorporation)

Dated October, 1997

R. A. Klufas
Signature of each Incorporator

STATE OF Massachusetts
COUNTY OF Bristol

In Attleboro, on this 20th day of October, 1997, personally appeared
before me Roman Klufas
each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally
acknowledged said instrument by them subscribed to be their free act and deed.

William Joubert
Notary Public
My Commission Expires: 9-27-02