

FILED EFFECTIVE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION JAN -7 PM 3:54
of
TURN-KEY MEDICAL, INC. SECRETARY OF STATE
STATE OF IDAHO

The undersigned, Turn-Key Medical, Inc., an Idaho corporation, pursuant to resolution duly adopted by its Board of Directors, hereby amends and restates its Articles of Incorporation in their entirety to (1) modify the capital structure and provide for the exchange of shares, (2) provide for indemnification and limited liability of directors, (3) allow transactions with interested parties under certain conditions, and (4) modify the corporate purpose, as follows:

FIRST: The name of the corporation is Turn-Key Medical, Inc.

SECOND: The duration of this corporation is perpetual.

THIRD: The purposes for which the corporation is organized are to carry on a business of buying, distributing, servicing, among other things, diagnostic medical equipment including, but not limited to, x-ray or radiograph equipment, computed radiography equipment, mammography equipment, computed tomography equipment, magnetic resonance imaging equipment, and to own, operate, and generally deal in and with all kinds of facilities and appurtenances convenient, desirable, or necessary in the conduct and operation of such a business and other implements or materials related to such an endeavor, and to engage in any activity necessary or convenient to operating such business, to carry on any other lawful trade for which corporations may be organized under the Idaho Business Corporations Act, and to exercise all powers granted to a corporation formed under the Act, including any amendments thereto or successor statute that may be hereinafter enacted.

FOURTH: The corporation is authorized to issue a total of Ten Thousand (10,000) shares with a par value of One Dollar (\$1.00) per share, consisting of Six Thousand (6,000) shares of One Dollar (\$1.00) par value to be designated "Voting Common Stock" and Four Thousand (4,000) shares of One Dollar (\$1.00) par value to be designated "Nonvoting Common Stock." The shares of Voting Common Stock shall entitle the holder thereof to one (1) vote on all matters submitted to the shareholders of this corporation for their approval. The shares of Nonvoting Common Stock shall not entitle the holders thereof to any voting rights, except for those to which they are entitled by law.

FIFTH: There are no provisions denying preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws.

AMENDED AND RESTATED ARTICLES
OF INCORPORATION - 1

IDAHO SECRETARY OF STATE
01/07/2005 05:00
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SEVENTH: The name of the registered agent of the corporation is James F. Rowell, and his address is 890 East Franklin Road, Meridian, Idaho 83642.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the corporation are granted subject to this reservation.

NINTH: There shall be at least one director of this corporation, but not more than seven. The actual number may be set from time to time by the board of directors.

TENTH: The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by majority vote of the shareholders. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ELEVENTH: To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

TWELFTH: To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

THIRTEENTH: The corporation may enter into contracts and otherwise transact any business with its directors, officers, and shareholders, and with any entity in which they may have an interest adverse to the corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the corporation, for any profit or benefit realized by him through any such contract or transaction.

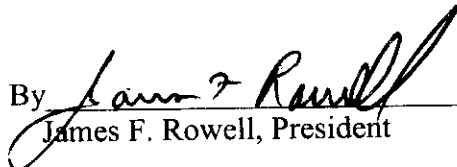
Directors and officers of the corporation shall notify the board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

The undersigned President and Vice President of Turn-Key Medical, Inc., hereby certify that the above Amended and Restated Articles of Incorporation were adopted by resolution of the board of Directors, and were approved by the shareholders on June 1, 2004, as follows:

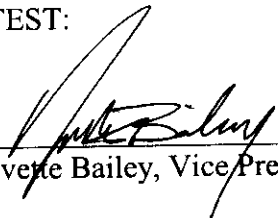
<u>No. of shares outstanding:</u>	<u>No. of shares entitled to vote:</u>	<u>Voting for:</u>	<u>Voting against:</u>
216	216	216	0

IN WITNESS WHEREOF, we hereunto set our hands this 5th day of June, 2005.

TURN-KEY MEDICAL, INC.

By  _____
James F. Rowell, President

ATTEST:

By  _____
Yvette Bailey, Vice President