



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

Matter ID 42564

103359853

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1-8-07



1. Name of conveying party(ies):

PRIMEDEX HEALTH SYSTEMS, INC.

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other \_\_\_\_\_

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance )/Execution Date(s) :

Execution Date(s) November 22, 2006

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Radnet, Inc.  
 Internal \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 1510 Cotner Avenue  
 City: Los Angeles  
 State: CA  
 Country: USA Zip: 90025

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship New York
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,639,209

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Mark S. Bicks  
 Internal Address: Roylance, Abrams, Berdo & Goodman, LLP  
 Street Address: 1300 19th Street, NW, Suite 600  
 City: Washington  
 State: DC Zip: 20036  
 Phone Number: (202) 659-9076  
 Fax Number: (202) 659-9344  
 Email Address: msbdocket@roylance.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
 Expiration Date \_\_\_\_\_  
 b. Deposit Account Number 18-2220  
 Authorized User Name \_\_\_\_\_

9. Signature:

*Mark S. Bicks*

January 8, 2007

Signature

Date

01/10/2007 DBYRME 00000043 2639209

(40.00) Mark S. Bicks

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

2

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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**Certificate of Amendment of  
Certificate of Incorporation of  
Primedex Health Systems, Inc.  
(Under Section 805 of the Business Corporation Law)**

We, the undersigned, as President and Secretary, respectively, of Primedex Health Systems, Inc., hereby certify that:

1. The name of the corporation is Primedex Health Systems, Inc. (the "Corporation"). The name under which the Corporation was formed is CCC Franchising Corp.
2. The date the Certificate of Incorporation was filed by the Department of State was October 21, 1985.
3. The Corporation's Certificate of Incorporation is amended by this Certificate of Amendment to change the name of the Corporation to RadNet, Inc., to change the total number of shares of Capital Stock which the Corporation shall have authority to issue by increasing the number of authorized shares of Common Stock and Preferred Stock, to decrease the par value of the Common Stock and Preferred Stock from \$.01 per share to \$0.0001 per share and to effect a two (2) into one (1) reverse stock split of the outstanding Common Stock.

4. To effect the foregoing, Article FIRST of the Certificate of Incorporation relating to the corporate name is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation is "RadNet, Inc."

5. To effect the foregoing, Paragraph (a) of Article FOURTH of the Certificate of Incorporation relating to the Capital Stock is hereby amended to read in its entirety as follows:

FOURTH: (a) The total number of shares of Capital Stock which the Corporation shall have authority to issue is Two Hundred and Thirty Million (230,000,000), consisting of Two Hundred Million (200,000,000) shares of Common Stock, par value \$0.0001 per share, and Thirty Million (30,000,000) shares of Preferred Stock, par value \$0.0001 per share, which shares of Preferred Stock shall be issuable in one or more classes or series.

6. To effect a two (2) into one (1) reverse stock split of the outstanding Common Stock, the following paragraph is added at the end of Article FOURTH of the Certificate of Incorporation, as amended, relating to the Capital Stock:

For the purpose of effecting a two (2) into one (1) reverse stock split upon the filing and effectiveness of this Certificate of Amendment of Certificate of Incorporation (the "Split Effective Date"), each two (2) shares of the Common Stock, par value \$.01 per share, issued and outstanding as of the Split Effective Date shall be automatically changed and reclassified on the Split Effective Date and without further action, into one (1) fully paid and nonassessable share of Common Stock, \$0.0001 par value per share. No fractional shares shall be issued. A holder of record of Common Stock, par value

\$.01 per share, on the Split Effective Date who would otherwise be entitled to a fraction of a share shall be paid in cash for such fractional share.

7. The manner in which shares shall be changed by reason of this Certificate of Amendment of Certificate of Incorporation is as follows:

The total number of shares which the Corporation is authorized to issue is being increased from One Hundred Ten Million (110,000,000) shares of the par value of One Cent (\$.01) per share to Two Hundred Thirty Million (230,000,000) shares, par value \$0.0001 per share.

The par value of all authorized shares of Capital Stock, including all shares of Common Stock and Preferred Stock, is being decreased from One Cent (\$.01) per share to \$0.0001 per share.

The total number of authorized shares of Common Stock is being increased from One Hundred Million (100,000,000) shares of the par value of One Cent (\$.01) per share to Two Hundred Million (200,000,000) shares, par value \$0.0001 per share, at the rate of two (2) for one (1).

There are presently 46,277,555 issued and outstanding shares of Common Stock, \$.01 par value each, and 53,722,445 unissued shares of Common Stock, \$.01 par value per share.

Upon the filing of this Certificate of Amendment of Certificate of Incorporation the 46,277,555 issued and outstanding shares of Common Stock, par value \$0.01 per share, shall be reduced to 23,138,777 shares of Common Stock, par value \$0.0001 per share, issued and outstanding at the rate of two (2) into one (1), which number shall ultimately be reduced by the total number of fractional shares resulting from the reverse stock split paid for in cash, and the 53,722,445 unissued shares of Common Stock, par value \$0.01 per share shall be increased to 176,861,223 unissued shares of Common Stock, par value \$0.0001 per share, at the rate of 3.29212907193632 to One (1), which number shall ultimately be increased by the total number of fractional shares resulting from the reverse stock split paid for in cash.

The total number of authorized shares of Preferred Stock is being increased from Ten Million (10,000,000) shares of Preferred Stock of the par value of One Cent (\$.01) per share to Thirty Million (30,000,000) shares, par value \$0.0001 per share, at the rate of three (3) for one (1).

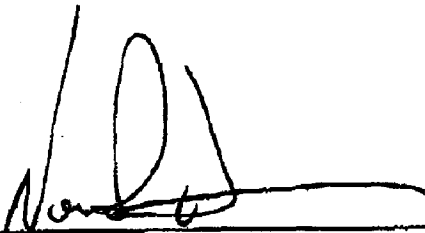
There are no issued shares of Preferred Stock, \$0.01 par value per share. The total number of unissued shares of Preferred Stock is being increased from Ten Million (10,000,000) shares of Preferred Stock of the par value of One Cent (\$.01) per share to Thirty Million (30,000,000) shares, par value \$0.0001 per share, at the rate of three (3) for one (1).

6. The Certificate of Amendment of Certificate of Incorporation was authorized by the vote of the Board of Directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of the shareholders held on November 15, 2006.

IN WITNESS WHEREOF, RadNet, Inc. has caused this certificate to be signed by Howard G. Berger, M.D., its President, and by Norman R. Hames, its Secretary, this 22<sup>nd</sup> day of November, 2006.

RadNet, Inc.

By   
Howard G. Berger, M.D., President

  
Norman R. Hames, Secretary

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CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

Under Section 805 of the Business Corporation Law

FILED

2006 NOV 27 AM 10:15

Sheppard Mullin Richter & Hampton LLP  
1901 Avenue of the Stars  
Los Angeles, CA 90067

STATE OF NEW YORK  
DEPARTMENT OF STATE

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State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original documents in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **November 27, 2006**



A handwritten signature in black ink, appearing to be "D. J. ...", is written over the seal area.

*Special Deputy Secretary of State*

DOS-1268 (Rev. 11/05)