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From:

Account Name : GRAY, HARRIS & ROBINSON, P.A.

Account Number : 075154001651 Phone : (321)727-8100 Fax Number : (321)984-4122

## FLORIDA PROFIT CORPORATION OR P.A.

NEURO IMAGING INSTITUTE OF WINTER PARK, INC.

| Certificate of Status | O STATE A M |
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| Certified Copy        | 1           |
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SECRETARY OF STATE TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF NEURO IMAGING INSTITUTE OF WINTER PARK, INC.

#### ARTICLE I - NAME

The name of this corporation is NEURO IMAGING INSTITUTE OF WINTER PARK, INC.

#### ARTICLE II - ADDRESS

The principal office and mailing address of the corporation is 609 Atlantic Street, Melbourne Beach, Florida 32951.

#### ARTICLE III - DURATION

This corporation shall exist perpetually.

### <u>ARTICLE IV - PURPOSE</u>

This corporation is organized for the purpose of transacting any or all-lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

## ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of \$0.01 par value common stock.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 West Hibiscus Boulevard, Suite 138 Melbourne, Florida 32901

JOHN R. KANCILIA, ESQ. FLORIDA BAR NO. 0381195 GRAY, HARRIS & ROBINSON, P.A. 1800 West Hibiscus Blvd., Ste. 138 Melbourne, FL 32901

Telephone: 321-727-8100 Facsimile: 321-984-4122 The name of the initial registered agent of this corporation at that address shall be:

#### JOHN R. KANCILIA

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

- A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).
  - B. The name and address of the initial director of this corporation are as follows:

Name Street Address

JOHN R. KANCILIA 1800 West Hibiscus Boulevard, Suite 138 Melbourne, Florida 32901

C. The names and addresses of the initial officers of the corporation are as follows:

Name

Street Address

Office

MARC D. SHAPIRO, M.D.

609 Atlantic Street
Melbourne Beach, Florida 32951

JOHN R. KANCILIA

1800 West Hibiscus Boulevard
Suite 138
Melbourne, Florida 32901

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name
Address

JOHN R. KANCILIA
1800 West Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

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#### <u>ARTICLE IX - BYLAWS</u>

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_/U day of \_O.f.ahe\_\_\_\_, 2002.

JOHN R. KANCILIA, Incorporator

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SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE AS REGISTERED AG

Having been named as the registered agent in the Articles of Incorporation of NEURO IMAGING INSTITUTE OF WINTER PARK, INC., I hereby accept and agree to act in this capacity.

JOHN Ř. KANCILIA