

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 07210000000000000000

REFERENCE : 677604 4656A

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 122.50

ORDER DATE : September 11, 1995

ORDER TIME : 11:08 AM

ORDER NO. : 677604

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst.
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

800001581638

DOMESTIC FILING

NAME: CHILD DEUROLOGY NETWORK, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN SEP 11 1995

FILED
95 SEP 11 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHILD NEUROLOGY NETWORK, INC.

FILED
95 SEP 11 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation (the "Corporation") is: CHILD NEUROLOGY NETWORK, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 3200 S.W. 60 Court, Miami, Florida 33155.

ARTICLE III. PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the Florida General Corporation Act and the laws of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is ten million (10,000,000) shares, consisting of (i) two million (2,000,000) shares of Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock") and (ii) eight million (8,000,000) shares of Class B Common Stock, par value \$0.01 per share (the "Class B Common Stock").

The designations and the preferences, limitations and relative rights of the Class A Common Stock and the Class B Common Stock are as follows:

1. General. Except as provided below, the holders of Class A Common Stock and the holders Class B Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation.

2. Voting Rights. Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of the Class A Common Stock.

3. Distributions. The holders of the Class A Common Stock and the holders of the Class B Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, distributions payable in cash, stock or otherwise.

4. Liquidation. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Class A Common Stock and the holders Class B Common Stock in accordance with their respective rights and interests.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 3200 S.W. 60 Court, Miami, Florida 33155, and the name of the corporation's registered agent at that address is Trevor J. Resnick, M.D.

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have a board of directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VII. INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses on behalf of its principal executive officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10th day of ~~July~~, 1995.

August

CHILD NEUROLOGY NETWORK, INC.

Tresnick

Trevor J. Resnick, M.D.,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CHILD NEUROLOGY NETWORK, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Resnick

Trevor J. Resnick, M.D.,
Registered Agent

Dated: *August 10th*
~~July~~, 1995.

FILED
95 SEP 11 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000069725



ACCOUNT NO. : 072100000032

REFERENCE : 709375 4656A

AUTHORIZATION :

COST LIMIT : 9 87.50

ORDER DATE : October 16, 1995

ORDER TIME : 10:11 AM

ORDER NO. : 709375

CUSTOMER NO: 4656A

900001611659

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
1221 Brickell Avenue
22nd Floor
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: CHILD NEUROLOGY NETWORK, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
95 OCT 16 AM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC-HAMMAD
JEG
10/16

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CHILD NEUROLOGY NETWORK, INC.**

FILED
95 OCT 16 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is **CHILD NEUROLOGY NETWORK, INC.** (hereinafter called the "Corporation").
2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I. NAME

The name of the Corporation shall be: **NEURO NETWORK, INC."**

3. Article IV of the Corporation's Articles of Incorporation is deleted and replaced by new Article II as follows:

"ARTICLE IV. CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Class of Stock</u>	<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>
Common	10,000,000	\$ 0.01

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, as a just valuation to be fixed by the Board of Directors of this Corporation."

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The amendments made herein to the Articles of Incorporation of the Corporation were adopted by the sole Incorporator of the Corporation on the date of these

Articles of Amendment, pursuant to Section 607.1005 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed these Articles of Amendment, this 13th day of October, 1995.

CHILD NEUROLOGY NETWORK, INC.

By: 

TREVOR J. RESNICK, M.D.,
Incorporator