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CONTACT: RAY STORMONT  
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: THE NEUROSCIENCE GROUP, INC  
AUDIT NUMBER.....H97000012340  
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97 JUL 29 PM 4:00  
TALLAHASSEE, FLORIDA

F. G. G. JUL 30 1997

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ARTICLES OF INCORPORATION

OF

THE NEUROSCIENCE GROUP, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation, as an independent physicians association under the laws of the State of Florida.

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97 JUL 29 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Association shall be: The Neuroscience Group, Inc.

Its principal place of business and/or mailing address shall be: 3661 S. Miami Avenue, Suite 108, Miami, Florida 33133.

ARTICLE II - PURPOSES

Section 1. The general purpose of the Association shall be the assimilation of providers of non-hospital health care services for a program designed to provide health care services on a preferred provider basis (the "Program").

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Association shall be:

- (A) To encourage membership status in the Association by individuals who are physicians licensed or certified to practice their respective professions in the State of Florida (the "Members");
- (B) To contract with its Members to provide non-hospital health care services for the Program;
- (C) To contract with (PHO and other) alternative delivery systems to arrange for the provision of health care services to subscribers through preferred provider physicians who are Members of the Association;

Richard Duarte, Esq.  
2937 S.W. 27<sup>th</sup> Avenue, Suite 100-A  
Miami, Florida 33133  
305-444-6501  
Florida Bar No. 992010

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- (D) To promote access to new patient markets;
  - (E) To promote the delivery of quality medical care;
  - (F) To promote efficiency, cost containment and better administration in the provision of health care services;
  - (G) To conduct a peer review and quality assurance program; and
  - (H) To do all and everything necessary and proper for the accomplishment of the foregoing stated purposes.

### ARTICLE III - POWERS

Section 1. The Association shall have and exercise all rights and powers as are now or may hereafter be conferred on corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of the powers specified in Section 1 above, the specific powers of the Association shall be those powers as may be specified in the Bylaws of the Association.

### ARTICLE IV - AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

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**ARTICLE V - TERM OF EXISTENCE**

The term of this Association shall commence with those Articles of Incorporation. The Association shall have perpetual existence, unless dissolved according to the Laws of the State of Florida.

The Association shall have perpetual existence.

**ARTICLE VI - MEMBERS**

Section 1. Ultimate control over the Association shall be vested in certain designated individuals, referred to as the Members of the Association.

Section 2. Membership shall be available only to physicians duly licensed to practice their respective professions in the State of Florida who are admitted to membership in the Association pursuant to the Bylaws of the Association.

Section 3. The Members shall have such powers and responsibilities as shall be reserved to them pursuant to the Bylaws of the Association.

**ARTICLE VII - BOARD OF DIRECTORS**

Section 1. Except for those matters reserved to the Members, as specified in the Bylaws of the Association, the business and affairs of the Association shall be managed by a Board of Directors, whose members shall be referred to as Directors.

Section 2. The names and addresses of the individuals who are to serve as the initial Directors of the Association are as follows:

<u>Names</u>	<u>Addresses of all Directors</u>
Jeffrey L. Horstmyer, M.D. (President)	3661 S. Miami Avenue Suite 108 Miami, Florida 33133
Raul I. Lopez, M.D. (Vice President)	3661 S. Miami Avenue Suite 108 Miami, Florida 33133

Section 3. The number of Directors of the Association shall not be less than two (2) nor more than ten (10). The number may be changed from time to time as provided in the Bylaws.

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Section 4. Directors shall be elected, hold office and be removed as specified in the Bylaws.

**ARTICLE VIII - RESTRICTIONS ON  
TRANSFERABILITY OF MEMBERSHIP**

Membership in the Association may not be sold, assigned, transferred, pledged, encumbered or in any way disposed of, nor shall membership be transferable except to the Association pursuant to the provisions of the Bylaws.

**ARTICLE IX - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Sections 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Members in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Members may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Members may provide that it shall be altered, amended or repealed only by the Members.

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**ARTICLE X - REGISTERED OFFICE AND AGENT**

**Section 1.** The street address of the initial registered office of the Association shall be Richard Duarte, P.A., 2937 S.W. 27<sup>th</sup> Avenue, Suite 100-A, Miami, Florida 33133.

**Section 2.** The name of the initial registered agent of the Association located at said address shall be Richard Duarte, 2937 S.W. 27<sup>th</sup> Avenue, Suite 100A, Miami, Florida 33133.

**ARTICLE XI - AMENDMENTS**

**Section 1.** The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the Members, for matters specified by law that do not affect the substantive rights of the Members of the Corporation.

**Section 2.** The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the Members, as follows:

- (A) The Board of Directors shall recommend the proposed amendment to the Members, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the Members with the amendment.
- (B) The proposed amendment shall be submitted to the Members at a Members' meeting, if notice of the changes to be made is given, and shall be adopted upon receiving the affirmative vote of a majority of the Members entitled to vote thereon (or such greater or lesser number as is required or permitted by law).

**Section 3.** The power to amend these Articles of Incorporation may be exercised by the Members, without an act of the Board of Directors, if the proposed amendment is submitted to the Members at a Members' meeting, where notice of the changes to be made has been given, and the proposed amendment is adopted by receiving the affirmative vote of a majority of the Members entitled to vote thereon (or such greater or lesser number as is required or permitted by law).

- (A) If no Members have been admitted to the Association, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the Incorporators.

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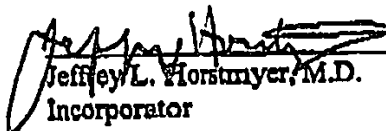
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**ARTICLE XII - INCORPORATOR**

The name and address of the Incorporator is:

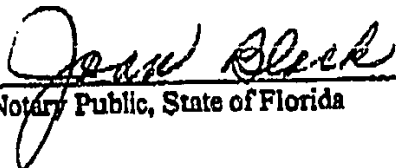
Name	Address
Jeffrey L. Horstmyer, M.D.	3661 S. Miami Avenue Suite 108 Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida for the uses and purposes aforesaid this 21 day of July, 1997.

 (SEAL)  
Jeffrey L. Horstmyer, M.D.  
Incorporator

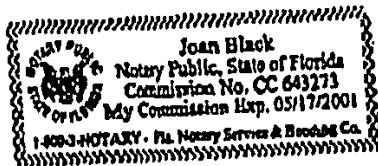
STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of ~~June~~, July, 1997 by JEFFREY L. HORSTMAYER, M.D., who is known to me/produced ID \_\_\_\_\_, and who did take an oath.

  
Notary Public, State of Florida

Printed Name of Notary

My Commission Expires:



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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

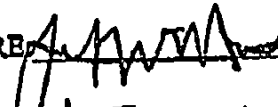
Pursuant to the provisions of Section 48.091 and Chapter 607 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the corporation's registered office/registered agent in the State of Florida.

Name of Corporation: The Neuroscience Group, Inc.


Name and Address of Registered Agent and Registered Office:

Richard Duarte  
2937 S.W. 27<sup>th</sup> Avenue  
Gifford House, Suite 100-A  
Miami, Florida 33133

FILED  
97 JUL 29 PM 4:00  
TALLAHASSEE, FLORIDA

SIGNATURE:   
TITLE: Regular Incorporator  
DATE: 7-21, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:   
DATE: 7-28, 1997

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