

9/31/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:45 PM

**P 9800076339**  
(((H98000016359 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: SOUTH BROWARD NEUROLOGICAL ASSOCIATES, INC.  
AUDIT NUMBER.....H98000016359  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

**FILED**  
98 SEP -1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

R CHESSEY SEP 2 1998

H98-16359

**ARTICLES OF INCORPORATION**  
of  
**SOUTH BROWARD NEUROLOGICAL ASSOCIATES, INC.**

**FILED**  
98 SEP - 1 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is: **SOUTH BROWARD NEUROLOGICAL ASSOCIATES, INC.** The principal place of business and the mailing address of this corporation shall be 3651 Turtle Run Blvd., Coral Springs, Fl. 33067.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V. VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

Prepared by:  
acei Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2571

H98-16359

H98-16359

**ARTICLE VI. DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE VII. DIRECTORS**

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
DAVID ROBBINS	3651 Turtle Run Blvd., Coral Springs, Fl. 33067.

**ARTICLE VIII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<i>DAVID ROBBINS</i> <i>President</i>	3651 Turtle Run Blvd., Coral Springs, Fl. 33067.
--	--

**ARTICLE IX. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a

H98-16359

H98-16359

right of second refusals to the first shareholder's exercisable interest of right of first refusal.  
Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is: DAVID  
ROBBINS, 3651 Turtle Run Blvd., Coral Springs, Fl. 33067.

**ARTICLE XII. SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation is: DAVID  
ROBBINS, 3651 Turtle Run Blvd., Coral Springs, Fl. 33067.

**ARTICLE XIII. INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 1st day of September, 1998

  
\_\_\_\_\_  
DAVID ROBBINS, PRESIDENT

H98-16359

H98-16359

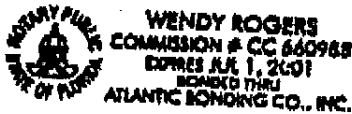
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared David Roberts, who produced \_\_\_\_\_ as identification and/or is well known to be the person described in and who executed the foregoing Articles of Incorporation, as President of., and, upon oath, acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at \_\_\_\_\_, Dade County, Florida, this 1 day of September, 1998

Wendy Rogers  
Notary Public

My Commission Expires:



H98-16359

H98-16359

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING SUBMITTED:

FIRST --SOUTH BROWARD NEUROLOGICAL ASSOCIATES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT DAVID ROBBINS, 3651 Turtle Run Blvd., Coral Springs, Fl. 33067, HEREBY NAMES DAVID ROBBINS, 3651 Turtle Run Blvd., Coral Springs, Fl. 33067, AS REGISTERED AGENT FOR SOUTH BROWARD NEUROLOGICAL ASSOCIATES, INC.



DAVID ROBBINS

**SOUTH BROWARD NEUROLOGICAL ASSOCIATES, INC.**

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



DAVID ROBBINS  
REGISTERED AGENT  
DATED: 9/1/98

98 SEP - 1 PM 3:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H98-16359