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BASIC AMENDMENT

NEUROLOGICAL ASSOCIATES, P.A.

Certificate of Status	0
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEUROLOGICAL ASSOCIATES, P.A.

Pursuant to Article XIII of the Articles of Incorporation of Neurological Associates, P.A., a Florida professional association, and Section 607.1007, Florida Statutes, the Articles of Incorporation of Neurological Associates, P.A. are hereby amended by striking them in their entireties and substituting in their place and stead the following:

1. Name. The name of the Corporation is:

Neurological Associates, P.A.

2. Purposes. The purposes for which this corporation is organized are as follows:

To acquire, establish, own, maintain, manage, operate, conduct, carry on and engage in the practice of medicine, and to make any and all investments and/or own any and all property in the United States or elsewhere authorized or permitted by Chapter 621, Florida Statutes.

In the course or furtherance of such practice of medicine, to invest funds in real estate, mortgages, stocks, bonds or any other investments of any conceivable type whatsoever, and to own any real or personal property necessary or incidental to such practice of medicine.

In general, to do and perform any and all acts and things whatsoever which may be or become necessary, desirable, proper, convenient, connected with or related or incident to the foregoing purposes or powers but which are not forbidden by the laws of the State of Florida; provided, however, that this corporation shall not do any act or thing in conflict with any laws of the State of Florida applicable to the practice of medicine.

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3. Principal Office and Mailing Address. The principal office and mailing address of the Corporation is:

1888 Hillview Street
Sarasota, Florida 34239

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Registered Agent and Office. The name of the current registered agent and the address of the initial registered office of the Corporation is:

James M. Schumacher, M.D.
1888 Hillview Street
Sarasota, Florida 34239

6. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

7. Duration. The existence of this corporation shall be perpetual.

8. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

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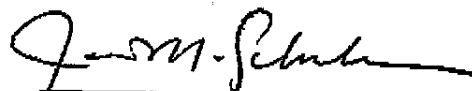
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9. Restriction. No shares of this corporation shall be issued except to an individual who is duly licensed to practice medicine in the State of Florida.

10. Contracts. No contract or other transaction between this corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in or is a member, director or officer of such other firm, association, or corporation. Any director, individually, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof. Any director of this corporation, who is also a member, director, or officer of such other firm, association or corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such member, director, or officer of such firm, association or corporation, or so interested.

The amendments contained herein were approved and adopted by written consent of the shareholders and the directors of the corporation on AUGUST 28, 2000. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the president has executed these Articles of Amendment.



James M. Schumacher, M.D.
President and Director

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