

5/13/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F. BRYAN  
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NAME: BAUMEL AND EISNER, M.D.'S, P.A.

AUDIT NUMBER.....H98000009018

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*Amended & Restated  
w/ Name Change  
5-14-98*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAUMEL AND EISNER, M.D.'S, P.A.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of BAUMEL AND EISNER, M.D.'S, P.A., a corporation organized and existing under and by virtue of Chapter 607 and Chapter 621 of laws of the State of Florida (hereinafter "the Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST:** The name of the Corporation is BAUMEL AND EISNER, M.D.'S, P.A., the name under which the Corporation was originally incorporated. The original Articles of Incorporation of the Corporation were filed in the Office of the Secretary of State of Florida on September 13, 1979.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation of the Corporation, were adopted by all of the Directors and Shareholders of the Corporation pursuant to Unanimous Written Consent of the Board of Directors and Shareholders dated April 1, 1998, in accordance with Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act. Therefore, the number of votes cast for the Amended and Restated Articles of Incorporation of the Corporation was sufficient for approval.

**THIRD:** The text of the Articles of Incorporation of the Corporation, as Amended and Restated, will be as follows:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is Baumel-Eisner Neuromedical Institute, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is as follows:

7301 North University Drive  
Suite #300  
Tamarac, Florida 33321

Alan H. Baseman, Esq., FL Bar #561347  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No: (954) 763-1200

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**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

This Corporation may engage in any lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of Class A Common Stock having a par value of \$.001 per share and 10,000,000 shares of Class B Common Stock having a par value of \$.001 per share. Each share of Class A Common Stock entitles the holder to one vote per share at each meeting of the shareholders of the Corporation. Except as required by law, the holders of the Class B Common Stock are not entitled to vote on any matter coming before the shareholders. The difference in voting rights is the only difference between the two classes of common shares.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation will exist in perpetuity.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida is:

Bernard Baumel  
7301 North University Drive  
Suite 300  
Tamarac, Florida 33321

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors. The number of Directors may be increased from time to time by Bylaws adopted by the Directors or the stockholders, but shall never be less than one (1) Director. A Director of the Corporation may only be removed for cause.

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**ARTICLE VIII**  
**LIABILITY**

A director of the Corporation will not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the General Corporation Law of the State of Florida, or (iv) for any transaction from which the director derived any improper personal benefit.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation must, to the fullest extent permitted by law, indemnify each person whom it may indemnify against all expenses, liabilities or other matters permitted by law. This indemnification is exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to an act or omission in his or her official capacity and as to an act or omission in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee or agent, and inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment this 5 day of May, 1998.

BAUMEL AND EISNER, M.D.'S, P.A.

By: [Signature]  
Name: Bernard (Barry) Baume  
Its: President

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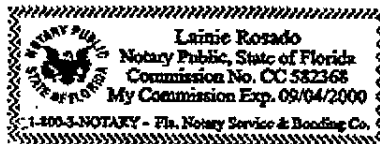
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STATE OF FLORIDA     )  
                                     : SS  
COUNTY OF BROWARD )

The foregoing instrument was acknowledge before me this 5<sup>th</sup> day of May, 1998 by Barvard (Barry) Baumel, the President of BAUMEL AND EISNER, M.D.'S, P.A., a Florida professional corporation, on behalf of the Corporation. He/she is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

Lainie Rosado  
Notary Public  
My Commission Expires: 09/04/2000



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4

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