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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 201590 11758A

AUTHORIZATION :

COST LIMIT : \$ 78

Patricia Piquero

ORDER DATE.: August 11, 2003

ORDER TIME : 3:12 PM

ORDER NO.: 201590-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Allsworth Cross
Laystrom Perloff Voigt Wachs M
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: COMPREHENSIVE BRAIN CENTER,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
COMPREHENSIVE BRAIN CENTER, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is "COMPREHENSIVE BRAIN CENTER, INC."

SECOND: The address of the initial registered office of the corporation and the principal place of business and the mailing address in the State of Florida is 767 S. State Road 7, Suite 18, Margate, Florida 33068, and the name of the initial registered agent of the Corporation is Jeffrey S. Wachs, Esq. at 1177 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316.

THIRD: (a) The proposed corporation is formed under the Florida Not For Profit Corporation Act, as amended, and shall be organized and operated exclusively for the purpose of supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Service law (hereinafter referred to as the "Code").

(b) Notwithstanding any provision of these Articles, the corporation shall not support or engage in any program or activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH: In furtherance of the purposes set forth in Article THIRD above, the corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

FIFTH: So long as this corporation shall be determined to be organized and operated exclusively for the purpose of supporting and carrying on activities within the meaning of Section 501(c)(3), it shall be required to distribute its income or other assets at such time and such matters the corporation will not be subject to tax under Section 4942 of the Code; and further the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(b) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

SIXTH: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The corporation shall be organized upon a non-stock basis.

NINTH: The corporation shall not have any members.

TENTH: The name and address of the incorporator is as follows:

Jeffrey S. Wachs, Esq.
Doumar, Allsworth, Cross, Laystrom,
Voigt, Wachs, Mac Iver & Adair, LLP
1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

ELEVENTH: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the corporation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

TWELFTH: Should there be a dissolution of the corporation, the directors shall, after paying or making provision for the payment, out of the funds of the corporation of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

THIRTEENTH: The corporation shall initially have three (3) directors to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. The manner of election shall be in accordance with the bylaws. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the corporation are:

Michael F. Walczak
767 S. State Road 7
Suite 18
Margate, Florida 33068

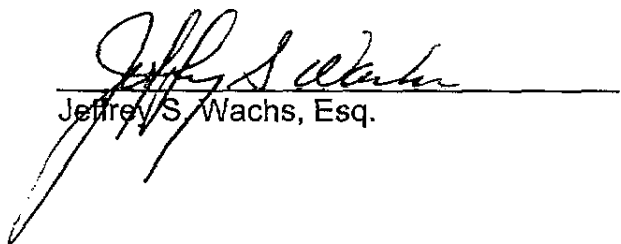
William C. Bowden
19 Cayuga Road
Sea Ranch Lakes, Florida 33308-2928

Richard N. Miller
7722 N. Southwood Circle
Davie, Florida 33328

FOURTEENTH: The bylaws of this corporation may be adopted, altered or rescinded by a majority vote of the Directors. The bylaws may contain provisions for the regulations and management of the affairs of the corporation not inconsistent the law or the Articles of Incorporation.

FIFTEENTH: These Articles of Incorporation may be amended only by majority vote of the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of August, 2003.



Jeffrey S. Wachs, Esq.

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

COMPREHENSIVE BRAIN CENTER, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN MARGATE, FLORIDA, HAS NAMED JEFFREY S. WACHS,
ESQ. LOCATED AT 1177 S.E. 3RD AVENUE, FORT LAUDERDALE, FLORIDA 33316, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

Dated: August 6, 2003. By: Jeffrey S. Wachs
JEFFREY S. WACHS, ESQ.
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN
SECTION 617.0501, FLORIDA STATUTES, RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES

Dated: August 6, 2003. By: Jeffrey S. Wachs
JEFFREY S. WACHS, ESQ.

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