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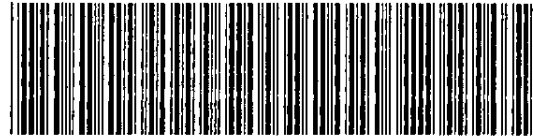
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TALLAHASSEE, FLORIDA

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Board Certified Tax Lawyer

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Please reply to Fort Lauderdale

March 18, 2011

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TW Neurovascular Research, Inc.

Dear Sir/Madam:

Enclosed for filing please find a cover letter, original and one copy of the Articles of Incorporation of TW Neurovascular Research, Inc. a Florida Not for Profit Corporation, and check number 1566 in the amount of \$87.50. Please provide us with a certified copy and certificate.

Very truly yours,

A handwritten signature in black ink, appearing to read "WTC", followed by a large, stylized flourish or signature element.

William T. Coleman

WTC/shm
Enclosures

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TW NeuroVascular Research, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William T. Coleman

Name (Printed or typed)

200 E. Las Olas Blvd., Ste. 1900

Address

Fort Lauderdale, FL 33301

City, State & Zip

954-522-2200

Daytime Telephone number

william.coleman@brinkleymorgan.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
TW NEUROVASCULAR RESEARCH, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is TW NeuroVascular Research, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles with the Secretary of State, State of Florida.

**ARTICLE III
PURPOSE**

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereinafter be amended.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by §4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) Notwithstanding any other provisions of these articles of incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in §4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under §4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in §4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in §4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than nine (9). Directors may be elected from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

1. Brian J. Mason, M.D. 526 North Yachtsman Dr., Sanibel, FL 33957
2. Eric Eskioglu, M.D. 14771 Jonathan Harbour Dr., Ft. Myers, FL 33908
3. Jeffrey R. Gavin, Gavin Law Firm, 7800 University Pointe Dr., Suite 100, Ft. Myers, FL 33907
4. Kathleen K. Johnson, CPA, Miller, Helms and Folk, PA, 6326 Whiskey Creek Drive, Fort Myers, FL 33919
5. Nasser Razack, M.D., 200 2nd Avenue South, #513, St. Petersburg, FL 33701

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of

Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

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ARTICLE V
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of office and address of the Corporation shall be at 5338 1st Avenue North, St. Petersburg, FL 33710. The mailing address of the Corporation shall be P.O. Box 547, Bonita Springs, FL 34133.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at Brinkley Morgan, 200 East Las Olas Blvd, 19th Floor, Fort Lauderdale, FL 33301. The initial registered agent of the Corporation at that address shall be William T. Coleman. Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.


William T. Coleman

ARTICLE VII
MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VIII
MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes in accordance with Bylaws adopted by the Corporation.

ARTICLE IX
NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE X
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE XI
AMENDMENTS

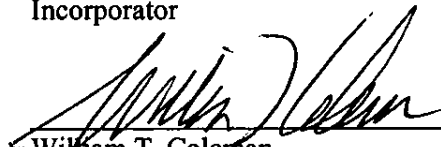
These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator are: William T. Coleman, Brinkley Morgan, 200 East Las Olas Blvd., 19th Floor, Fort Lauderdale, FL 33301.

The undersigned Incorporator submits this document and affirms that the facts stated herein are true and the undersigned Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

Incorporator



William T. Coleman

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