

PO1000033347

RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

649 RINGLING BOULEVARD
SUITE 600
SARASOTA, FLORIDA 34236

POST OFFICE BOX 49017
SARASOTA, FLORIDA 34230-6017

(941) 365-0140
FAX: (941) 316-7911
JMD@RUDEN.COM

March 26, 2001

800003923978--7
-03/28/01--01063--010
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

Re: Care Neurology, P.A.

Dear Sir or Madam:

Enclosed for filing are the proposed Articles of Incorporation for Care Neurology, P.A., a Florida professional association. Also enclosed is a check in the amount of \$78.75 to cover the filing fee of \$70.00 and the certified copy fee of \$8.75.

Please file the original Articles and forward a certified copy to me at Post Office Box 49017, Sarasota, Florida 34230.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.


John M. Dart

JMD/jlb

Enclosures

cc: Scott P. Franczek, M.D., Ph.D.

FILED
01 MAR 28 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/4/2

ARTICLES OF INCORPORATION

OF

CARE NEUROLOGY, P.A.

FILED
01 MAR 28 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is CARE NEUROLOGY, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1016 Caloosa Drive, Sarasota, Florida 34234.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$.10 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1016 Caloosa Drive, Sarasota, Florida 34234. The name of the initial registered agent at that address is Scott P. Franczek, M.D., PhD.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Name	Address
Scott P. Franczek, M.D., Ph.D.	1016 Caloosa Drive Sarasota, FL 34234

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
Scott P. Franczek, M.D., Ph.D.	1016 Caloosa Drive Sarasota, FL 34234


ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

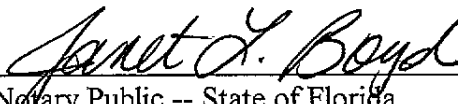
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on March 26, 2001.


SCOTT P. FRANECZEK, M.D., Ph.D.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing articles of incorporation were acknowledged before me on this 26th day of March, 2001, by Scott P. Franczek, M.D., Ph.D., who is personally known to me or who produced FL Drivers License as identification.


Notary Public -- State of Florida
JANET L. BOYD
Print, Type, or Stamp
Commissioned
Name of Notary Public

(Seal)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

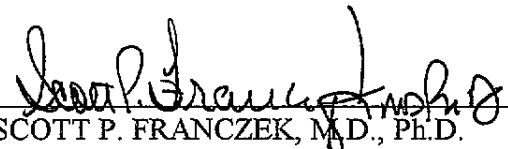
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CARE NEUROLOGY, P.A.
2. The name and address of the registered agent and office is:

Scott P. Franczek, M.D., Ph.D.
1016 Caloosa Drive
Sarasota, FL 34234

FILED
01 MAR 28 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SCOTT P. FRANCZEK, M.D., Ph.D.