

STEVEN FRISCHER
ATTORNEY AT LAW
SUITE 305
7600 RED ROAD
South Miami, Florida 33143
TELEPHONE (305) 662-2615

FILED
02 SEP 23 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO2000103297
September 20 002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: NEUROPSYCHOLOGY ASSOCIATES
OF SOUTH FLORIDA, INC.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation of NEUROPSYCHOLOGY ASSOCIATES OF SOUTH FLORIDA, INC., for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check payable to the Department of State in the amount of \$ 70.35 to cover the following:

Filing fee for Articles:	\$ 35.00
Registered Agent fee	35.00
Tax on authorized shares:	<u>.35</u>
TOTAL:	\$ 70.35

700007945717--5
-09/23/02--01052--002
*****70.35 *****70.35

Please stamp the extra copy and return to the address indicated above. I do not need a certified copy at this time.

Thanks for your cooperation in this matter. Should you have any questions or if there are any problems with this filing, please let me know.

Very truly yours,

Steven Frischer
STEVEN FRISCHER

9-25-02
5

ARTICLES OF INCORPORATION
OF
NEUROPSYCHOLOGY ASSOCIATES OF SOUTH FLORIDA, INC.

FILED
02 SEP 23 AM 9: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: NEUROPSYCHOLOGY ASSOCIATES OF SOUTH FLORIDA, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation shall have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

Registered Agent

STEVEN FRISCHER, ESQ.
7600 Red Road
Suite 305
So. Miami, FL 33143

Corporate Mailing Address

7600 Red Road
Suite 307
South Miami, FL 33143

SEVENTH: The number of directors constituting the initial board of directors is two (2).

EIGHTH: The names and post office address of the President, Vice-President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

DIRECTOR AND PRESIDENT:

MINDY S. KOPOLOW
7600 Red Road, Suite 309
So. Miami, FL 33143

**DIRECTOR, VICE-PRESIDENT
AND SECRETARY/TREASURER:**

LEO KOPOLOW
SAME ADDRESS

NINTH: The name and post office address of the incorporator is:

MINDY S. KOPOLOW
7600 Red Road, Suite 309
So. Miami, FL 33143

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

TWELFTH: The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this

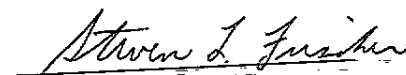
5 day of August 2002.


MINDY S. KOPOLOW
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MINDY S. KOPOLOW, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and he did (did not) take an Oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5 day of August 2002.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



Steven L. Frischer
MY COMMISSION # DD017928 EXPIRES
August 5, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENCY

Having been appointed the Registered Agent of NEUROPSYCHOLOGY ASSOCIATES OF SOUTH FLORIDA, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 5 day of August 2002.

By: _____

Steven Frischer

FILED

02 SEP 23 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA