

Sent By: KORN & ZEHMER;
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : KORN & ZEHMER, P.A.
Account Number : T20020000036
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FLORIDA PROFIT CORPORATION OR P.A.

Neurosurgical Associates of North Florida, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
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TALLAHASSEE, FLORIDA

1-30-03

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**ARTICLES OF INCORPORATION
OF
NEUROSURGICAL ASSOCIATES OF NORTH FLORIDA, P.A.**

ARTICLE I

The name of this corporation is: Neurosurgical Associates of North Florida, P.A. The principal office of the corporation is located at 836 Prudential Drive, Suite 1105, Jacksonville, Florida 32207.

ARTICLE II

The existence of this corporation shall commence upon the filing of these Articles. This corporation shall thereafter have perpetual existence.

ARTICLE III

The purpose for which this corporation is organized is to provide professional medical services and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE IV

The aggregate number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "common stock," one dollar (\$1.00) par value. Each issued and outstanding share shall be entitled to one vote. The shareholders, by either shareholders' agreement recorded in the minute book or bylaw provision, may impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

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ARTICLE VI

The initial number of directors for the corporation shall be one (1), and the shareholders, from time to time, in accordance with the bylaws and Article X hereof, may change the number of directors, but in no case shall there be less than one (1) director.

ARTICLE VII

The name and post office address of the initial director for the corporation, who shall hold office for the first year of existence of the corporation or until his or her successor is elected or appointed and qualified is:

Arnold A. Zeal, M.D.

836 Prudential Drive, Suite 1105
Jacksonville, Florida 32207

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation is John H. Zehmer, P.O. Box 550700, Jacksonville, Florida 32255-0700.

ARTICLE IX

The address of the initial registered office of this corporation is 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is John H. Zehmer, Esq.

ARTICLE X

All of the shareholders, directors and officers of the corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director, agent or employee of the corporation who has been rendering services to the public becomes legally disqualified to render such services in the State of Florida, or such person accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of services to the public, then such person shall sever all employment with, and financial interests in, the corporation, subject to the terms of any bylaws or written agreements by and between such person and the corporation and/or the other shareholders which are not inconsistent with the requirements of the laws of the State of Florida. If at any time all of the

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shareholders of the corporation shall cease, at any one time and for any reason, to be licensed to practice medicine in the State of Florida, the corporation shall thereupon be deemed to be converted into and shall henceforth be operated solely as a business corporation.

ARTICLE XI

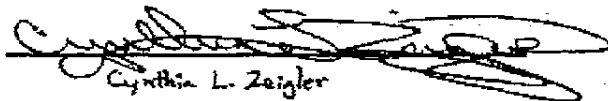
The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII

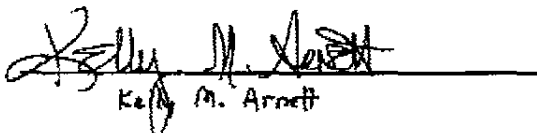
This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set out his hand and seal this 29th day of January, 2003.

Signed, sealed and delivered
in the presence of:


Cynthia L. Zeigler


John H. Zehmer, Incorporator


Kelly M. Arnett

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STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was sworn to and acknowledged before me this 29th day of January, 2003, by John H. Zehmer. John H. Zehmer is personally known to me.

Chantal G. Hook
Signature of Notary

Name of Notary:

Commission Number:

My commission expires:



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TALLAHASSEE, FLORIDA

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**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Neurosurgical Associates of North Florida, P.A., a professional corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, Duval County, State of Florida, has named John H. Zehmer, 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

Jan. 29, 2003
Date

John H. Zehmer
By: John H. Zehmer, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Jan. 29, 2003
Date

John H. Zehmer
John H. Zehmer

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