

P0600017861

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000225825 3)))



H060002258253ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : STRAWN & MONAGHAN, P.A.
Account Number : 076215000176
Phone : (561) 278-9400
Fax Number : (561) 278-9462

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 SEP 12 AM 10:40

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

NEURO IOM SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

H06000225825 3

ARTICLES OF INCORPORATION
OF
NEURO IOM SERVICES, INC.

FILED
06 SEP 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

Article I. - Name

The name of this corporation is:

NEURO IOM SERVICES, INC.

Article II. - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

H06000225825 3

H06000225825 3

Article V. - Principal Office
Mailing Address of Corporation

The principal office and mailing address of this Corporation is:

1926 10th Avenue N, Suite 105
Lake Worth, FL 33461

Article VI. - Initial Registered
Office and Agent

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Jeffrey L. Cohen, Esq.
54 N.E. Fourth Avenue
Delray Beach, FL 33483

Article VII. - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

Jeffrey L. Cohen

ADDRESS

54 N.E. Fourth Avenue
Delray Beach, FL 33483

Article VIII. - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial board of directors are as follows:

NAME

Cathleen A. Zippay

ADDRESS

1926 10th Avenue N, Suite 105
Lake Worth, FL 33461

Morris Shlamowitz, M.D.

1926 10th Avenue N, Suite 105
Lake Worth, FL 33461

H06000225825 3

Article IX. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

Article X. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

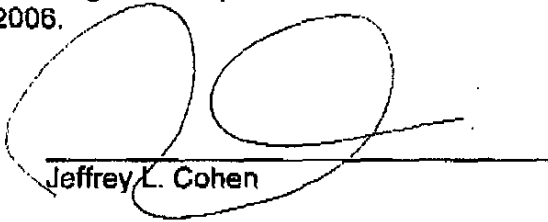
Article XI - Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(a) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation) from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "Proceeding") (other than in a Proceeding (a) initiated by such person [unless authorized by the Board of Directors of the Corporation] or (b) wherein the Corporation and such person are adverse parties except for Proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such Proceedings and amounts paid in settlement of such Proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise

H06000225825 3

provided above, an adjudication of liability shall not affect the right to indemnification to those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 12, 2006.



Jeffrey L. Cohen

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.



Jeffrey L. Cohen
Registered Agent

mk K:\other\Neurometrics\Neuro IOMARTICLES.INC.wpd
September 11, 2006

FILED
06 SEP 12 AM 10:40
CLERK OF STATE
TALLAHASSEE, FLORIDA

H06000225825 3