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July 19, 2011

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Coactive Neurology, P.A.

Dear Sir or Madam:

Please find enclosed the original and one copy of **Articles of Incorporation** for the above corporation, which will begin its existence on August 1, 2011. Also enclosed is our **firm check** for \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely yours,

Robert W. Mead, Jr.

RWM:scp  
Enclosures

cc: Ms. Ann Flanary  
without enclosures

**ARTICLES OF INCORPORATION  
OF  
COACTIVE NEUROLOGY, P.A.**

The undersigned incorporators, each a natural person competent to contract and a Doctor of Medicine, duly licensed to render services as such under the laws of the State of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this corporation is CoActive Neurology, P.A. The principal office and mailing address for this corporation is 3849 Oakwater Circle, Orlando, Florida 32806.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the business of providing the same professional services to the public that a Doctor of Medicine or a Doctor of Osteopathy duly licensed under the laws of the State of Florida is authorized to render, which services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine.

B. It is intended that this corporation have the power to conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the registered office of this corporation in the State of Florida is 3849 Oakwater Circle, Orlando, Florida 32806. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Daniel H. Jacobs, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - TERM OF EXISTENCE

This corporation will commence its existence on August 1, 2011, and it will exist perpetually unless dissolved according to law.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation is three (3).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors.
- C. The following is the name and street address of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified:

<u>Name</u>	<u>Street Address</u>
Daniel H. Jacobs, M.D.	3849 Oakwater Circle Orlando, Florida 32806

Martin Menkin, M.D.                      60 West Columbia Street, Suite C  
Orlando, Florida 32806

Ahmed H. Sadek, M.D.                      3849 Oakwater Circle  
Orlando, Florida 32806

D.        Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E.        Each Director will be a Doctor of Medicine or a Doctor of Osteopathy duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VII - INCORPORATORS

The following are the names and street addresses of the persons signing these Articles of Incorporation, each of whom is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Daniel H. Jacobs, M.D.	3849 Oakwater Circle Orlando, Florida 32806
Martin Menkin, M.D.	60 West Columbia Street, Suite C Orlando, Florida 32806
Ahmed H. Sadek, M.D.	3849 Oakwater Circle Orlando, Florida 32806

#### ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine or a Doctor of Osteopathy under the laws of the State of Florida. No shareholder of this corporation

may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

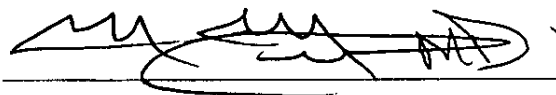
ARTICLE X - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11<sup>th</sup> day of July, 2011.

  
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Daniel H. Jacobs, M.D.

  
\_\_\_\_\_

Martin Menkin, M.D.

  
\_\_\_\_\_

Ahmed H. Sadek, M.D.

Having been named registered agent for the above corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in

Section 607.0505 of the Florida Statutes.

Signature:

*Daniel H Jacobs, M.D.*

Daniel H. Jacobs, M.D.

Date: July 16, 2011

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TALLAHASSEE, FLORIDA