

BRAD S. MANDELL
Attorney At Law

3354 17th Street
Sarasota, FL 34235

P95000015287

813) 954-4529

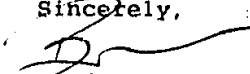
2/8/95
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001405295
-02/14/95--01041--019
****122.50 ****122.50

To whom it may concern:

Enclosed please find a check for 122.50 filling fees and
3 copies of the articles of incorporation for Advanced
Medical Diagnostics, Inc. If there are any problems please
call me at 813 955 6903. Return the certified articles to my
office at the address above.

Sincerely,


Brad S. Mandell
Attorney at Law

RECEIVED
FEB 23 PM 3:00
DIVISION OF CORPORATIONS
STATE OF FLORIDA

51
2/23

BRAD S. MANDELL

Attorney At Law

3354 17th Street
Sarasota, FL 34235

(813) 954-4529

2/21/95

Sharon Tala
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms Tala:

Enclose please find amended Articles and your cover letter. Please return the articles to my office address above when certified.

Thank you,



Brad S. Mandell



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 15, 1995

BRAD S. MANDELL, ESQ.
3354 17TH STREET
SARASOTA, FL 34235

SUBJECT: ADVANCED MEDICAL DIAGNOSTICS, INC.
Ref. Number: W95000003409

We have received your document for ADVANCED MEDICAL DIAGNOSTICS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must include original signatures.

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 595A00006581

**ARTICLES OF INCORPORATION
OF
ADVANCED MEDICAL DIAGNOSTICS, Inc.**

FILED
95 FEB 23 PM 7:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Advanced Medical Diagnostics, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the Board of Directors. Consideration for the stock shall not be less

than par value and shares may not be issued until fully paid.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3354 17th Street Sarasota, Fl 34235 and the name of the initial registered agent at that address is Brad S. Mandell Esq.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The Name and address of the initial director of the corporation is Robert Buckhannon, 5236 Calle Menorcca Sarasota, Fl 34242.

ARTICLE VII - INCORPORATOR AND PRINCIPAL ADDRESS

The Name and address of the incorporator and the principal address of the corporation is Robert Buckhannon, 5236 Calle Menorcca Sarasota, Fl 34242.


ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholder shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

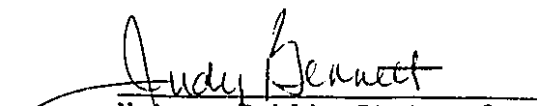
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 3rd day of FEB, 1995.


Incorporator

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared Robert Buckhannon, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and seal this 8th day of February, 1995.


Notary Public State of
Florida at large My
Commission Expires:

3



JUDY BENNETT
My Comm Exp 5/23/98
Bonded By Service Ins
No. CC378924
[4 Personally Known 11 Other I.D.]

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of Advanced Medical Diagnostics, Inc.

Dated the 8th day of Feb., 1995.



Registered Agent

FILED
95 FEB 23 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P95000015287

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-0266

TELECOPIER (813) 223-0020

MAHLON H. BARLOW, III
JOHN R. BUSH
JAMES O. DAVIS, III
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
LEE E. DRIVER*
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
LISA A. HOPPE
PAUL L. HUEY
*Admitted only in Tennessee

DAVID M. JEFFRIES
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD G. SAVITZ
ALICIA J. SCHUMACHER
DANIEL H. SHERMAN, IV
NEAL A. SIVVER
H. BRADLEY STAGGS
RANDY K. STERN
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

September 9, 1996

Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

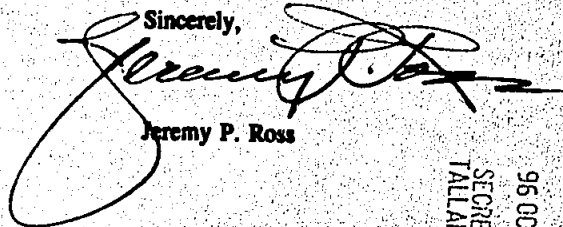
100001945591
-03/12/96--01045--001
*****70.00 *****70.00

RE: Advanced Neurological Associates, Inc.

Ladies/Gentlemen:

On behalf of the above captioned Corporation, I am forwarding an original and one copy of its Articles of Amendment to and Restatement of the Articles of Incorporation as originally filed with your office as of February 23, 1995, together with a Statement of Change of Registered Office or Registered Agent or Both for Corporations. Also enclosed is our firm check in the amount of \$70 for payment of the filing fee and change of registered agent.

Sincerely,



Jeremy P. Ross

JPR/bar
Enclosures
105953.01

FILED
96 OCT -2 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/3

Refunded
\$55 overpayment



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1996

Jeremy P. Ross
Bush Ross et al
220 S. Franklin St.
Tampa, FL 33602

SUBJECT: ADVANCED MEDICAL DIAGNOSTICS, INC.
Ref. Number: P95000015287

We have received your document for ADVANCED MEDICAL DIAGNOSTICS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee for the current year, and \$138.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$375.00. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00043172

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

**220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602**

(813) 224-0200

TELECOPIER (813) 223-0820

MAHLON H. BARLOW, III
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*Admitted only in Tennessee.

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DANIEL M. SHERMAN, IV
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERN
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

September 20, 1996

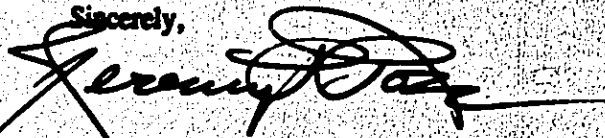
**Corporate Records Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314**

RE: Advanced Neurological Associates, Inc.

Ladies/Gentlemen:

On behalf of the above captioned Corporation, I am forwarding an original Application for Reinstatement, together with the Company's check in the amount of \$375. After it has been reinstated, please file the enclosed Articles of Amendment to and Restatement of the Articles of Incorporation as originally filed with your office as of February 23, 1995. Since we have submitted a new registered agent on the reinstatement application we would appreciate a refund of the \$35 previously forwarded for payment of the change of registered agent. A copy of your letter, dated September 18, 1996 is also enclosed for your reference.

Sincerely,



Jeremy P. Ross

**JPR/bar
Enclosures
106951.01**

**ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF ADVANCED MEDICAL DIAGNOSTICS, INC.**

**ADVANCED MEDICAL DIAGNOSTICS, INC., a Florida corporation (the
"Corporation"), hereby certifies as follows:**

1. The name of the Corporation is hereby changed to Advanced Neurological Associates, Inc., its authorized capitalization is increased from 1,000 shares of \$1.00 par value stock to 2,000,000 shares of no par value stock, and its Articles of Incorporation are hereby amended to reflect those changes and, as so amended, are restated in their entirety to read as follows:

**ARTICLES OF INCORPORATION
OF
ADVANCED NEUROLOGICAL ASSOCIATES, INC.**

**ARTICLE I
Corporate Name and Principal Office**

The name of the Corporation shall be Advanced Neurological Associates, Inc. and the street address of its principal office, as of the date of these Articles of Incorporation, is 5221 Ocean Boulevard, Suite 274, Sarasota, Florida 34242.

**ARTICLE II
General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

**ARTICLE III
Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 2,000,000 shares of common stock, each without par value (the "Common Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

FILED
96 OCT -2 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
Registered Office and Agent

The street address of the registered office of the Corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is Jeremy P. Ross.

ARTICLE V
Term of Existence

The term for which the Corporation shall exist shall be perpetual unless terminated pursuant to applicable Florida law.

ARTICLE VI
Directors

The Board of Directors shall be composed of a membership consisting of no fewer than three individuals, each of whom shall serve for a term of one year and until the election and qualification of his or her successor, subject to his or her earlier resignation or removal from office.

.....

2. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment and restatement recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1003, .1007 and .0704, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth such amendment, declaring its advisability and the Corporation's single shareholder having approved of such amendment and restatement by executed written action, all as of August 16, 1996.

IN WITNESS WHEREOF, Advanced Medical Diagnostics, Inc. has caused these Articles of Amendment and Restatement to be prepared under the signature of its President this 16th day of August 1996.

**ADVANCED MEDICAL DIAGNOSTICS,
INC.**

By: 

Robert L. Buckhannon, President

103443.01

P95000015287
B R G E S S H A R R E L L M A N C U S O O L S O N , P A . A .

Attorneys at Law

James H. Burgess, Jr.
Donald J. Harrell
R. Lynette Mancuso
Paul E. Olson
John A. Colton

* Board certified civil trial lawyer
† Also admitted in Pennsylvania
** Board certified real estate lawyer
* Certified circuit & family court mediator

April 16, 1997

UPS Overnight
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32399

RE: Filing of Articles of Dissolution
ADVANCED NEUROLOGICAL ASSOCIATES, INC.

FILED
97 APR 17 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Dissolution for the above referenced corporation, and a check in the amount of the following:

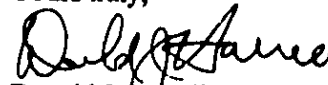
Articles Filing Fee \$35.00

600002146456--9
-04/17/97--01075--006
*****35.00 *****35.00

Please file the original and return your evidence of filing to me.

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Yours truly,


Donald J. Harrell
For the Firm

DJH/sh
cc: Client (w/o encl.)

V6/di5

VB APR 24 1997

**ADVANCED NEUROLOGICAL ASSOCIATES, INC.
ARTICLES OF DISSOLUTION**

FILED
97 APR 17 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts these articles:

1. Name. The name of the corporation is **ADVANCED NEUROLOGICAL ASSOCIATES, INC.**


2. Date Dissolution Authorized. Dissolution was authorized on the date hereof.

3. Method of Adoption. The dissolution was approved by the shareholders. The common stock shareholders comprise the only voting group of shareholders entitled to vote separately for approval, and the number of votes cast for approval by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument on
April 16, 1997.

ADVANCED NEUROLOGICAL ASSOCIATES, INC.

By 
Robert L. Buckhannon
As President