

196000016880

SMITH, WILLIAMS & BOWLES

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

MARGARET E. BOWLES  
NEEDHAM FOREST  
ROBERT L. HARRING  
J. GREGORY HARRIS  
DANIEL W. KING  
CAROLE T. KIRKWOOD  
GREGORY E. MICHOWSKI  
STANLEY T. PADGETT  
NEAL A. DRYER  
DAVID LYLE BARTH  
GREGORY L. WILLIAMS

OLD HYDE PARK  
712 SOUTH OREGON AVENUE

POST OFFICE BOX 807  
TAMPA, FLORIDA 33601-0807

(813) 253-5400  
FAX (813) 254-3459

ORLANDO OFFICE

201 EAST PINE STREET  
SUITE 701  
ORLANDO, FLORIDA 32801  
(407) 840-5151  
FAX (407) 843-4078

1/12/96 10:40 AM

REPLY TO TAMPA

January 12, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

Re: Incorporation of Neuromuscular Clinic, Inc.

Gentlemen:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to our law office;
2. An original and one copy of the Certificate Designating Registered Agent; and
3. Check made payable to the Secretary of State in the amount of \$122.50 to cover filing and certification fees.

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

*Stanley T. Padgett*

Stanley T. Padgett

300001689629  
-01/16/96--01047--015  
\*\*\*\*122.50 \*\*\*\*122.50

STP:jac

Enclosures

JAN 18 1996 BSB

W96-1331

FILED  
96 FEB 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 18, 1996

SMITH, WILLIAMS & BOWLES  
P. O. BOX 897  
TAMPA, FL 33601-0897

SUBJECT: NEUROMUSCULAR CLINIC, INC.  
Ref. Number: W96000001331

We have received your document for NEUROMUSCULAR CLINIC, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 396A00002220

**SMITH, WILLIAMS & BOWLES**  
A PROFESSIONAL ASSOCIATION

**ATTORNEYS AT LAW**

**TAMPA OFFICE:**

712 BOUTHORNEGON AVENUE  
FOOT OFFICE BOX 897  
TAMPA, FLORIDA 33601  
(813) 283-6400  
FAX (813) 284-3489

**ORLANDO OFFICE:**

201 EAST PINE STREET  
SUITE 701  
ORLANDO, FLORIDA 32801  
(407) 849-5181  
FAX (407) 843-4070

REPLY TO TAMPA OFFICE

February 20, 1996

Brenda Baker,  
Corporate Specialist  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

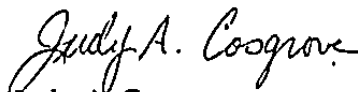
**Re: Neuromuscular Clinic, Inc.**  
**Reference #W96000001331**

Dear Ms. Baker:

Pursuant to your letter of January 18, 1996 (copy enclosed), please find enclosed two revised original Articles of Incorporation along with an original and one copy of a Certificate Designating Registered Agent.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Judy A. Cosgrove  
Secretary to Stanley T. Padgett

/jac

Enclosures

**ARTICLES OF INCORPORATION  
OF  
NEUROMUSCULAR CLINIC, INC.**

**FILED**  
96 FEB 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is NEUROMUSCULAR CLINIC, INC. The address of the Corporation is 1201 Oakfield Drive, Suite 106, Brandon, Florida 33511.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of the Corporation is 1201 Oakfield Drive, Suite 106, Brandon, Florida 33511, and the name of the initial Registered Agent of the Corporation at that address is Sherrail L. Rinebold.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Sherrail L. Rinebold  
1201 Oakfield Drive, Suite 106  
Brandon, Florida 33511

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Sherrail L. Rinebold, 1201 Oakfield Drive, Suite 106, Brandon, Florida 33511.

**ARTICLE IX  
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

The 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of February, 1996.

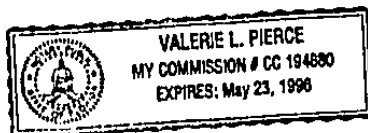


Sherrail L. Rinebold  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sherrail L. Rinebold, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of Neuromuscular Clinic, Inc. and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8<sup>th</sup> day of February, 1996.





NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: VALERIE L. PIERCE  
My Commission Expires:

## CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That NEUROMUSCULAR CLINIC, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1201 Oakfield Drive, Suite 106, Brandon, Florida 33511, has named Sherrail L. Rinebold, located at 1201 Oakfield Drive, Suite 106, Brandon, County of Hillsborough, State of Florida 33511 as its agent to accept service of process within this State.

### ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at place designated in this Certificate, I hereby accept to accept in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By:

Sherrail L. Rinebold

Sherrail L. Rinebold  
Registered Agent

FILED  
96 FEB 23 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA