

TRANSMITTAL LETTER  
**96000018894**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000001728610  
-02/29/96--01092--013  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: Southern Neurology, P.A.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Gery K Florek, M.D.  
Name (printed or typed)

1401 Centerville Rd. Suite 506  
Address

Tallahassee, FLORIDA 32308  
City, State & Zip

904-681-5968  
Daytime Telephone number

630,671  
76-4657

96 FEB 29 PM 3:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
FILED  
3/1/96

NOTE: Please provide the original and one copy of the articles.

Handwritten signature/initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 29, 1996

**GERY K. FLOREK, M.D.**  
1401 CENTREVILLE ROAD  
SUITE 508  
TALLAHASSEE, FL 32308

**SUBJECT: SOUTHERN NEUROLOGY, P.A.**  
Ref. Number: W9600004607

We have received your document for SOUTHERN NEUROLOGY, P.A. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 796A00009048

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

**FILED**  
96 FEB 29 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.  
Name and Principal Office**

The name of this corporation shall be Southern Neurology, P.A. The principal place of business and mailing address of this corporation shall be 1401 Centerville Road, Suite 506, Tallahassee, Florida 32308.

**ARTICLE II.  
Nature of Business**

The corporation will engage in providing medical services by physicians licensed to practice medicine in the State of Florida.

**ARTICLE III.  
Stock**

The authorized capital stock of this corporation shall consist of One Hundred (100) shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.  
Powers**

This corporation shall have all the corporate powers enumerated in the Florida Business

Corporation Act.

**ARTICLE V.  
Incorporator**

The name and street address of the Incorporator of this corporation is as follows:

Gery K. Florek, M.D.  
1401 Centerville Road, Suite 506  
Tallahassee, Florida 32308

**ARTICLE VI.  
Term of Corporate Existence**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.  
Address of Registered Office and Registered Agent**

The street address of the initial registered office of this corporation in the State of Florida shall be 1401 Centerville Road, Suite 506, Tallahassee, Florida 32308. The name of the initial registered agent of the corporation at the above address shall be Gery K. Florek, M.D. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VIII.  
Number of and Election of Directors**

This corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders.

**ARTICLE IX.  
Initial Board of Directors**

The initial Board of Directors shall consist of one (1) person. The name and street address of the initial Board of Directors of this corporation, who shall hold office until the first annual

meeting of the shareholders and thereafter until his successor is elected is as follows:

Gery K. Florek, M.D.  
1401 Centerville Road, Suite 506  
Tallahassee, Florida 32308

**ARTICLE X.  
Officers**

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Gery K. Florek, M.D.  
President, Secretary and Treasurer  
1401 Centerville Road, Suite 506  
Tallahassee, Florida 32308

**ARTICLE XI.  
Transactions in Which Directors or Officers are Interested**

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such

Interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE XII.**  
**Indemnification of Directors and Officers**

The corporation hereby indemnifies any director, officer, employee, or agent of the corporation to the fullest extent permitted under Section 607.0850, Florida Statutes, as from time to time amended.

**ARTICLE XIII.**  
**Financial Information**

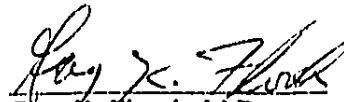
The corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XIV.**  
**Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided

for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation of **Southern Neurology, P.A.**, has executed these Articles of Incorporation this 29 day of Feb., 1996.

  
Gary K. Florek, M.D.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Southern Neurology, P.A.

2. The name and address of the registered agent and office is:

Gery K. Florek, M.D.  
(NAME)

1401 Centerville Rd., Suite 506  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, Florida 32308  
(CITY/STATE/ZIP)

FILED  
96 FEB 29 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Gery K. Florek  
(SIGNATURE)

2/29/96  
(DATE)



**P 960000 18894**

Cery K. Lorek, M.D.  
Requestor's Name  
1401 Centerville Rd # 506  
Address  
Tallahassee FL 681-5968  
City/State/Zip Phone #

600001778996  
-04/12/96--01073--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Southern Neurology, P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 96 APR 12 PM 2:55  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*AMEND  
04/12*

Examiner's Initials	
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ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF  
SOUTHERN NEUROLOGY, P.A.

FILED  
96 APR 12 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, SOUTHERN NEUROLOGY, P.A., adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article II of the Articles of Incorporation is amended to read:

ARTICLE II.  
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional medical services and related activities.

2. Pursuant to Sections 607.0821 and 607.0704, Florida Statutes, all of the Shareholders and the Directors of the Corporation on April 12, 1996, have authorized and consented in writing to the filing of this Amendment to the Corporation's Articles of Incorporation.

DATED April 12, 1996.

SOUTHERN NEUROLOGY, P.A.

By: Gery Florek Pres  
Gery K. Florek, M.D.  
President