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LAW OFFICES
DONALD W. WEIDNER
PROFESSIONAL ASSOCIATION

BLAINE LUCAS
DONNA J. TIRRELL
DONALD W. WEIDNER
ROBERT L. WORTLANDER
REBECCA NIKIRK ZIMA

10161 CENTURION PARKWAY NORTH, SUITE 190
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0004
FACSIMILE (904) 641-0760

MARIA KANNAVILLIN,
ADMINISTRATOR

May 20, 1996

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brain and Spine Center, P.A.

Dear Secretary of State:

Enclosed are Articles of Incorporation for BRAIN AND SPINE CENTER, P.A. along with a check in the amount of \$122.50. Please file the Articles of Incorporation and send a certified copy of the Articles of Incorporation to:

Donald W. Weidner, P.A.
10161 Centurion Parkway North, Suite 190
Jacksonville, Florida 32256

Thank you for your attention to this request.

Sincerely,

Rebecca Nikirk Zima
Rebecca Nikirk Zima

Enclosures

RNZ/lvs
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-05/23/96--01075--011
***122.50 ***122.50

D. BROWN MAY 30 1996

**ARTICLES OF INCORPORATION
OF**

BRAIN AND SPINE CENTER, P.A.

FILED
1996 MAY 23 PM 3:38
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Name

Section 1.1. Name. The name of this professional corporation is BRAIN AND SPINE CENTER, P.A. and the address is 2011 N. Harrison Avenue, Panama City, Florida 32405.

ARTICLE II

Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

ARTICLE IV **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having no par value. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256 and the name of the initial registered agent of this corporation at that address is Donald W. Weidner.

ARTICLE VI **Directors**

Section 6.1. Number. This professional corporation shall have eight (8) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

<u>Name</u>	<u>Address</u>
Michael L. Walker, M.D.	2011 N. Harrison Avenue Panama City, Florida 32405
Jack B. Shumate, M.D.	2011 N. Harrison Avenue Panama City, Florida 32405
Thomas J. Derbes, M.D.	2011 N. Harrison Avenue Panama City, Florida 32405
Mutaz A. Tabbaa, M.D.	2011 N. Harrison Avenue Panama City, Florida 32405
Douglas L. Stringer, M.D.	2011 N. Harrison Avenue Panama City, Florida 32405
Merle P. Stringer, M.D.	2011 N. Harrison Avenue Panama City, Florida 32405
Eacharangad I. Jacob, M.D.	748 Harrison Avenue Panama City, Florida 32401
Kamel Elzawahry, M.D.	748 Harrison Avenue Panama City, Florida 32401

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is Michael J. Walker, M.D., 2011 N. Harrison Avenue, Panama City, Florida 32405.

ARTICLE IX

Amendment

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than Seventy Five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least Seventy Five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 10th
day of May, 1996.

Michael L. Walker
Michael L. Walker, M.D.

STATE OF FLORIDA)
) ss:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me by Michael L. Walker, this 10
day of May, 1996.

Michelle Pic
Notary Public, State of Florida
at Large.

My Commission Expires:



MICHELLE PIC
My Commission CC450308
Expires Apr. 03, 1999

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

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


That BRAIN AND SPINE CENTER, P.A., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named DONALD W. WEIDNER at 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256, its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: _____

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

May SWORN TO AND SUBSCRIBED before me by Donald W. Weidner this 24th day of May, 1996.


Notary Public
State of Florida At Large

My commission expires:

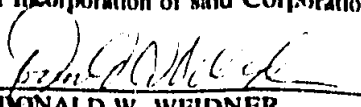


CRYSTAL H RINER
My Commission CC499934
Expires Oct. 08, 1999

ACCEPTANCE

I, DONALD W. WEIDNER, hereby agree to act as registered agent for BRAIN AND SPINE CENTER, P.A., as stated in the Articles of Incorporation of said Corporation.

Dated: 5/20/99


DONALD W. WEIDNER

FILED
95 MAY 23 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA