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ACE INDUSTRIES, INC. KIT P. 1

8/19/96

FLORIDA DIVISION OF CORPORATIONS

10:50 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI FL 33136-28909-0000

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NORTH DADE NEUROLOGICAL CONSULTANTS, INC.

FAX AUDIT NUMBER: H96000011581

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96 AUG 20 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION OF CORPORATIONS

56 AUG 20 PM 1:15

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H96-11581

Articles of Incorporation  
of  
North Dade Neurological Consultants, Inc.

FILING DATE  
8-19-96

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: **NORTH DADE NEUROLOGICAL CONSULTANTS, INC.**  
The principal place of business and the mailing address of this corporation shall be at 1814 Northeast Miami Gardens Drive, Suite 406, North Miami Beach, Florida 33179.

FILED  
26 AUG 20 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

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**ACE INDUSTRIES, INC.**

64 N.W. 11th Street

Miami, Florida 33136

305-358-2571

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**ARTICLE XII. SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation is: AELION & LOREN,  
P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

**ARTICLE XIII. INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 16th day of August, 1996.

  
STEVEN BROWN, PRES./V.PRES.

STATE OF FLORIDA )  
                                  )SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared Steven Brown to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 16th day of August, 1996.

My Commission Expires:



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**ARTICLE VII. DIRECTORS**

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME	ADDRESS
STEVEN BROWN Director	1814 Northeast Miami Gardens Drive Suite 406 North Miami Beach, Florida 33179

**ARTICLE VIII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

STEVEN BROWN President/V. Pres.	1814 Northeast Miami Gardens Drive Suite 406 North Miami Beach, Florida 33179
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**ARTICLE IX. PREEMPTIVE RIGHTS**

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

**ARTICLE X. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest or right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is: Aclion & Loren, P.A.  
152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING SUBMITTED:

FIRST -- NORTH DADE NEUROLOGICAL CONSULTANTS, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS LOCATED AT 1814 NORTHEAST MIAMI GARDENS  
DRIVE, SUITE 406, NORTH MIAMI BEACH, FLORIDA 33179, AND HEREBY NAMES  
THE LAW OFFICES OF AELION AND LOREN, P.A., 152 NORTHEAST 167TH STREET,  
FIFTH FLOOR, NORTH MIAMI BEACH, FLORIDA 33162 AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

David M. Aelion  
DAVID M. AELION

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

David M. Aelion  
DAVID M. AELION  
REGISTERED AGENT  
DATED: 8/6/96

FILED  
96 AUG 20 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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