

P 96000082083

ASHLEY R. POLLOW, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

• ONE EXECUTIVE COURT •

2295 CORPORATE BLVD., N.W., SUITE 145

BOCA RATON, FLORIDA 33431-7330

BOCA RATON 15611 994-1040

PALM BEACH 15611 369-0244

TELECOPIER 15611 994-2440

NATIONAL 18001 486-1040

ASHLEY POLLOW \*

STUART L. LIPSON†

PETER SNYDER‡

\* ALSO ADMITTED TEXAS

† BBA, JD, LL.M. IN TAX LAW

‡ BBA, ACCT, CPA, M.B.A., M.S. TAXATION, JD

JD, M.B.A. ALSO ADMITTED CALIFORNIA

September 25, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300001962749  
-10/02/96--01037--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation  
Neuro-Medical Research Associates P.A.

Dear Sir or Madam:

Enclosed please find the original and one copy of Neuro-Medical Research Associates P.A.'s Articles of Incorporation and a check for \$122.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned.  
thank you.

Very truly yours,

RONALD A. POLLOW, P.A.

By: Ashley R. Pollow, Esquire  
For the Firm

enclosures

cc: Neuro-Medical Research Associates P.A.  
(w/o encl.)

FILED  
96 OCT -1 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Neuro-Medical Research Associates P.A.

FILED

96 OCT -1 AM 9:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Robert O. Schiftan, MD executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

a. The name of this corporation shall be: Neuro-Medical Research Associates P.A.

b. The mailing address of this corporation shall be at:

9970 Central Park Blvd. S.  
Suite 403A  
Boca Raton, FL 33428

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

(a) To engage in and carry on the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

(b) To engage in every aspect and phase of the business of rendering medical services to the general public and to do all things in connection therewith that are customarily done by licensed Physicians under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation Act". Provided, however, that 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 said profession therein.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own, lease, mortgage, and otherwise encumber real and personal property.

(d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the accomplishment of the purpose or the attainment of the objects of this corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.

#### ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

d. None of the shares of stock of this corporation may be issued to anyone other than to an individual duly licensed to practice medicine. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person authority the voting power of any or all of her shares. No shareholder of this corporation may sell or transfer his/her shares in this corporation except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 9970 Central Park Blvd. S.  
Suite 403A  
Boca Raton, FL 33428

Registered Agent: Robert O. Schiftan, MD

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of member or members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Robert O. Schiftan, M.D.  
Lloyd Zucker, M.D.

ADDRESS: 9970 Central Park Blvd. S.  
Suite 403A  
Boca Raton, FL 33428

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

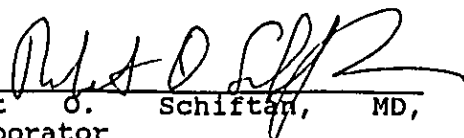
NAME: Robert O. Schiftan, MD  
ADDRESS: 9970 Central Park Blvd. S.  
Suite 403A  
Boca Raton, FL 33428

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director,

to the full extent of the law now or hereafter permitted. This includes indemnification of officers and directors in the event of malpractice proceedings.

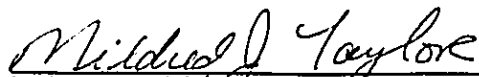
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of September 1996.

  
Robert O. Schiftan, MD,  
Incorporator

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH            )

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Robert O. Schiftan, MD, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 25th day of September, 1996, by Robert O. Schiftan, MD who is personally known to me or who has produced Fl. Driver's License as identification and who did take an oath.

  
Notary Public, State of Florida  
NAME: Mildred J. Taylor  
ADDRESS 2295 CORPORATE BLVD., NW  
SUITE 145 BOCA RATON, FL 33431  
Commission No.: CC 281605  
My commission expires:



OFFICIAL SEAL  
MILDRED J. TAYLOR  
My Commission Expires  
May 15, 1997  
Comm. No. CC 281605

RESOLVED FURTHER, that the officers are hereby authorized and directed to execute any and all documents necessary for the operation of the Medical Services/ Health Care Practitioner business including, but not limited to, signing leases, hiring personnel, signing state and federal tax forms, complying with state, federal and local laws.

RESOLVED FURTHER, that the officers of the Corporation are directed to obtain in the name of the Corporation such other licenses and tax permits as may be required for the conduct of the business of the Corporation by any federal, state, county or municipal governmental ordinance or regulation, and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the laws and regulations of any appropriate federal, state or municipal governmental authority.

RESOLVED FURTHER, that the Directors have the right to pay reasonable year end bonuses to the officers based upon the profits of the business. Directors shall have the right to distribute profits to shareholders in accordance with their best judgment.

WHEREAS, since the date of incorporation numerous acts and transactions have been taken or made for or on behalf of the Corporation by the officers and directors of the Corporation; since all these acts and transactions are not reflected in the minutes contained in the minute book of the Corporation, it is desirable that the Board should affirm and ratify the actions of the officers and directors by appropriate resolutions; therefore it is:

RESOLVED, that the following acts and transactions of the officers and directors of the Corporation which have been taken or made prior to the date of this meeting of the Board and which have been reported on at this meeting are hereby ratified and approved:

All acts and transactions which have been validly taken or made since the date of incorporation of this Corporation and prior to the date of this meeting.

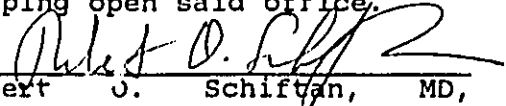
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the  
following is submitted, in compliance with said Act:


First, that Neuro-Medical Research Associates P.A., desiring  
to organize under the laws of the State of Florida, with its  
principal office, as indicated in the Articles of Incorporation at  
City of Boca Raton, Palm Beach County, State of Florida, has named  
Robert O. Schiftan, MD, located at Suite 403A, Boca Raton, Florida  
33431 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate. I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Robert O. Schiftan, MD,  
Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 25<sup>th</sup>  
day of ~~July~~ <sup>September</sup> 1996, by Robert O. Schiftan, MD who is personally  
known to me or who has produced Fl. Drivers License as  
identification and who did take an oath.

  
Notary Public, State of Florida  
NAME: Mildred J. Taylor  
ADDRESS 2295 CORPORATE BLVD., NW  
SUITE 145 BOCA RATON, FL 33431  
Commission No.: CC 281605  
My commission expires:



OFFICIAL SEAL  
MILDRED J. TAYLOR  
My Commission Expires  
May 15, 1997  
Comm. No. CC 281605

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA