

P96000095739

FIELDSTONE LESTER & SHEAR

FIRST UNION FINANCIAL CENTER  
SUITE 2100  
200 SOUTH DISCAYNE BOULEVARD  
Miami, Florida 33131

RONALD FIELDSTONE, P.A.  
PAUL A. LESTER, P.A.  
DAVID SHEAR, P.A.  
LYNNE HAMPTON NOWELL

TELEPHONE (305) 982-1556  
FACSIMILE (305) 982-1550

FIELDSTONE LESTER & SHEAR  
IS OF COUNSEL TO:  
HANZMAN CRIDEN  
KORGE & CHAYKIN, P.A.

November 13, 1996

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

RE: Neurolink, Inc.

600002007636--4  
-11/19/96--01047--013  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed you will find original and one copy of the Articles of Incorporation of Neurolink, Inc. Also enclosed is our check in the amount of \$122.50.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,

Ronald R. Fieldstone

RRF/cs

Encls.

cs'ss.lit6

NOV 25 1996

B5B

FILED  
96 NOV 16 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NEUROLINK, INC.

FILED

96 NOV 18 AM 8:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Neurolink, Inc.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - 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 V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

3200 S.W. 60th Court, Suite 302  
Miami, Florida 33155-4079

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone, Esq.	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL  
BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Michael Duchowny, M.D.	3200 S.W. 60th Court, Suite 302 Miami, Florida 33155-4079
Trevor Resnick, M.D.	3200 S.W. 60th Court, Suite 302 Miami, Florida 33155-4079

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

Michael Duchowny, M.D.

3200 S.W. 60th Court, Suite 302  
Miami, Florida 33155-4079

#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws 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 fullest extent permitted by law.

#### ARTICLE XI - AMENDMENT

This 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 subscriber has executed these Articles of Incorporation this 8<sup>th</sup> day of November, 1996.

Michael Duchowny  
Michael Duchowny, M.D.  
Incorporator

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Duchowny, M.D., who is known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8 day of November, 1996.

Mercedes Cazon  
Signature

Mercedes Cazon  
Print (Notary's Name)  
Notary Public, State of Florida

Notarial Seal:



MERCEDES CAZON  
MY COMMISSION # CC367529 EXPIRES  
March 20, 1998  
BOI OED THRU TROY FAIR INSURANCE, INC.

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

**FILED**

96 NOV 18 AM 8:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Ronald R. Fieldstone, Esq.  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

  
Michael Duchowny, M.D.  
Title: Incorporator

Date: November 8, 1996.

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.

  
Ronald R. Fieldstone

Date: NOVEMBER 8, 1996.