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OF COUNSEL  
ROBERT E. DADY, P.A.

FIELDSTONE LESTER & SHEAR  
IS OF COUNSEL TO:  
MANZMAN CRIDEN  
KORDE & CHAYKIN, P.A.

November 25, 1996

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-11/27/96--01013--012  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Neurological Center of South Florida-Partners, Inc.

To Whom it May Concern:

Enclosed for filing, please find an original and one copy of the Articles of Incorporation for the above named corporation together with a check in the amount of \$122.50. Please return a certified copy of the original to the undersigned in the enclosed self addressed stamped envelope.

Should you have any questions do not hesitate to contact the undersigned.

Sincerely,

*Ronald R. Fieldstone*  
Ronald R. Fieldstone

FILED  
96 NOV 26 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 12/3

ARTICLES OF INCORPORATION  
OF  
NEUROLOGICAL CENTER OF SOUTH FLORIDA-PARTNERS, INC.

FILED  
96 NOV 26 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is NEUROLOGICAL CENTER OF SOUTH FLORIDA-PARTNERS, 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:

8940 North Kendall Drive  
Miami, FL 33176

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

Name	Address
Ronald R. Fieldstone	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 three director 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
Wayne E. Tobin	8940 North Kendall Drive Miami, FL 33176
Howard L. Zwibel	8940 North Kendall Drive Miami, FL 33176
Michael Aptman	8940 North Kendall Drive Miami, FL 33176

#### ARTICLE VIII - INCORPORATOR

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

Name	Address
Michael Aptman	8940 North Kendall Drive Miami, FL 33176

#### 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 20 day of November, 1996.



Michael Aptman  
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 Aptman, 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 20 day of November, 1996.



Signature

\_\_\_\_\_  
Print (Notary's Name)  
Notary Public, State of Florida

Notarial Seal:



Ronald R. Fieldstone  
MY COMMISSION # CC314451 EXPIRES  
October 6, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
96 NOV 26 PM 2:12  
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:

NEUROLOGICAL CENTER OF SOUTH FLORIDA-PARTNERS, INC.

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

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



Michael Aptman

Title: Incorporator

Date: November 20, 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 20, 1996.