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February 8, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-02/11/97--01015--004  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is a cashiers check in the amount of \$122.50 to cover filing fees, including Charter Tax, Corporation for Profit Filing Fees and Certified Copy of Corporate Charter for Applied Nuerophysiology Institute, Inc.

All information should be mailed to:

L. V. Waters  
6500 Beach Boulevard  
Jacksonville, Florida 32216

Very truly yours,

  
L. V. Waters

LVW:w  
Encl.

EFFECTIVE DATE :  
2-8-97

FEB 11 1997

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FILED  
FEB 10 AM 9:49  
TALLAHASSEE  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
FLORIDA

ARTICLES OF INCORPORATION  
OF  
APPLIED NEUROPHYSIOLOGY INSTITUTE, INC.

FILED  
97 FEB 10 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber each a natural person competent to contract, and where duly licensed to render the services mentioned Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

EFFECTIVE DATE  
2-8-97

ARTICLE I - Name

The name of the corporation shall be: Applied Neurophysiology Institute, Inc.

ARTICLE II - Purpose

The corporation is formed to engage in and conduct the business of neurophysiologic related therapy and assessments and educational activities, and all activities and operations directly related thereto or in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) having a par value of one (\$1.00) dollar.

The corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

#### ARTICLE V - Term of Existence

The corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of the subscription and acknowledgment.

#### ARTICLE VI - Address

The principal office of the corporation shall be located at 6536-6 Beach Boulevard, Jacksonville, Florida 32216. The Board of Directors may, from time to time move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

#### ARTICLE VII - Directors

The corporation shall have not less than one (1) nor more than nine (9) directors. The number of directors shall be determined by the stockholders at their annual meeting.

#### ARTICLE VIII - Initial Directors

The following are name and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>
Gary E. Jarvis	Post Office Box 17232 Jacksonville, Florida 32245

#### ARTICLE IV - Subscribers

The names and addresses of each subscriber, and the amount of stock that each individual has subscribed to are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>VALUE</u>
Gary E. Jarvis	Post Office Box 17232 Jacksonville, Florida 32245	1000	\$1,000.00

ARTICLE X - Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers and agents may be appointed as the Board of Directors deem necessary. All officers and agents shall be chosen in such manner, hold their offices for such time and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President	Gary E. Jarvis	Post Office Box 17232 Jacksonville, Florida 32245
Secretary	Gary E. Jarvis	Post Office Box 17232 Jacksonville, Florida 32245
Treasurer	Gary E. Jarvis	Post Office Box 17232 Jacksonville, Florida 32245

ARTICLE XI - Registered Agent

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

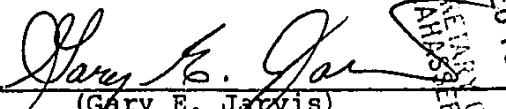
In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First - That Applied Neurophysiology Institute, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Jacksonville, County of Duval, State of Florida has named Gary E. Jarvis as registered agent to accept service of process within this State, with registered office at 6536-6 Beach Boulevard, Jacksonville, State of Florida.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


BY

  
(Gary E. Jarvis)  
(Registered Agent)

FILED  
9 FEB 10 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE XII - Amendment

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. IN WITNESS WHEREOF, we the undersigned subscriber have hereunto set our hands and seal this 8th day of February, 1997, State of Florida, and I hereby make and cause to be filed in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

 (SEAL) \_\_\_\_\_  
 \_\_\_\_\_ (SEAL) \_\_\_\_\_  
 \_\_\_\_\_ (SEAL) \_\_\_\_\_

State of Florida )  
County of Duval ) SS

BEFORE ME, the undersigned authority, personally appeared  
Gary E. Jarvis to me well known to be the person  
described in and who executed the foregoing instrument, and  
acknowledged before me that he executed the same for the pur-  
poses herein expressed.

WITNESS my hand and official seal this 8th day of February,  
1997.

(Notary Public)  
L. V. Waters

My Commission Expires: