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William G. Warner
FLA. BAR BOARD CERTIFIED
CRIMINAL TRIAL ATTORNEY

July 9, 1997

Deborah M. Overstreet
(1932 - 1997)

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

Re: Gulf Coast Neurology, P.A.

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***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the captioned corporation. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Articles to us. Our check in the amount of \$122.50 is enclosed.

Should you have any questions or require further information, please let us know.

Sincerely,



William G. Warner

WGW:cda
Enclosures

FILED
97 JUL 14 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-16-97

**ARTICLES OF INCORPORATION
OF
GULF COAST NEUROLOGY, P.A.**

FILED
97 JUL 14 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned a practicing licensed medical doctor, pursuant to Chapter 466, Florida Statutes, in the State of Florida, acting hereby as incorporator, for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this corporation is to be GULF COAST NEUROLOGY, P.A. and its address is 2202 State Avenue, Suite 201, Panama City, Florida 32405.

ARTICLE II - GENERAL PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the practice of medicine, and all its fields of specialization, as are engaged in by medical doctors.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to rendered the same professional services as this corporation.
- c. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

d. To carry on any other lawful activity permitted under Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of "common stock" at \$1.00 per share par value. Each issued and outstanding share shall be entitled to one vote. The shareholders may, by by-law provision or by shareholder's agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificate shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V - ISSUANCE OF STOCK

No holder of the common stock shall be entitled as a matter of right to subscribe for, produce or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase same.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2202 State Avenue,

Suite 201, Panama City, Florida 32405. The initial registered agent for this corporation at its registered office is Kamel Elzawahry, M.D.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the member of the initial Board of Director of this corporation and his respective office is as follows:

Kamel Elzawahry, M.D.
2202 State Avenue, Suite 201
Panama City, Florida 32405

President/Secretary/Treasurer

ARTICLE VIII - INCORPORATORS

Any action of the shareholders may be taken without a meeting if consent, in writing, setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such

disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall be entitled to dividends.

ARTICLE XI - INFORMAL DIRECTOR ACTION

If all of the directors, severally or collectively, consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, and action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - INDEMNIFICATION

The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employees and agents, or former directors, officers, employees and agents, to the full extent permitted by law.

ARTICLE XIII - ARTICLES OF INCORPORATION - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner prescribed by law, and all rights conferred upon shareholders are granted subject to this reservation.

ARTICLE XIV - BY-LAW AMENDMENT

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named for the purpose of forming a corporation to do business both within and outside the State of

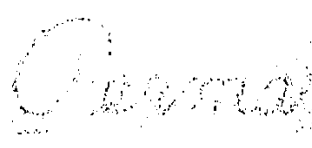
Florida, to make, subscribe, acknowledge, and file these articles, hereby declare and certify that the facts herein stated are true and accordingly has hereunto set out his hand and seal at Panama City, Bay County, Florida, this 3 day of July, 1997.


KAMEL ELZAWAHRY, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County name above to take acknowledgements, personally appeared, KAMEL ELZAWAHRY, M.D., to me known and known to me to be the person described as incorporator in and who executed the forgoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 3 day of July, 1997.


Nancy L. Anderson
NANCY L. Anderson (print name)
Notary Public - State of Florida
My Commission Expires:
Commission No.:



NANCY L. ANDERSON
My Comm Exp. 01/16/2001
Bonded By Service Ins
No. CC614178
☒ Personally Known ☐ Other I.D.

CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That GULF COAST NEUROLOGY, P.A., a professional corporation duly organized and existing under the laws of the State of Florida, has named Kamel Elzawahry, M.D., located at 2202 State Avenue, Suite 201, Panama City, Florida 32405, as its registered agent to accept service of process within this state.

GULF COAST NEUROLOGY, P.A.

By:


KAMEL ELZAWAHRY, M.D.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated, in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 3 day of July, 1997.


KAMEL ELZAWAHRY, M.D.
Registered Agent

97 JUL 14 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED