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ACCOUNT NO. : 072100000032

REFERENCE : 516812 80361A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 3, 1997

ORDER TIME : 11:59 PM

ORDER NO. : 516812-005

CUSTOMER NO: 80361A

CUSTOMER: Warren R. Ross, Esq  
WOTITZKY WOTITZKY MIZELL AND  
ROSS, P.A.  
223 Taylor Street

Punta Gorda, FL 33950

DOMESTIC FILING

NAME: SUN NEUROCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

100002283931--9  
-09/03/97--01055--012  
\*\*\*122.50 \*\*\*122.50

FILED  
97SEP-3 PM 2:36  
STATE  
TALLAHASSEE, FLORIDA

SN SEP - 3 1997

ARTICLES OF INCORPORATION  
OF  
SUN NEUROCARE, INC.

**FILED**  
97 SEP -3 PM 2:36  
SEC  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1.

Name and Mailing Address

The name of this corporation is SUN NEUROCARE, INC. and its mailing address shall be 2400 Harbor Boulevard, Suite 20, Port Charlotte, Florida.

ARTICLE 2.

Duration of Corporate Existence

This corporation shall exist perpetually.

ARTICLE 3.

Purposes

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4.

Capital Stock

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock. There shall be no other type or class of stock.

**ARTICLE 5.**

**Address and Registered Agent**

The street address of the initial registered office of this corporation shall be 223 Taylor Street, Punta Gorda, Florida 33950. The name of the initial registered agent at such address is Warren R. Ross.

**ARTICLE 6.**

**Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).

**ARTICLE 7.**

**Initial Directors**

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Scott A. Strine, D.O.	2400 Harbor Boulevard Suite 20 Port Charlotte, FL 33952

**ARTICLE 8.**

**Incorporators**

The names and post office addresses of the incorporators of this corporation are:

NAME	ADDRESS
Scott A. Strine, D.O.	2400 Harbor Boulevard Suite 20 Port Charlotte, FL 33952

ARTICLE 9.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed his their names and affixed their seals on the 28 day of August, 1997.

Scott A. Strine  
SCOTT A. STRINE, D.O.

Witnesses:

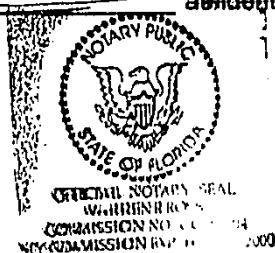
Wm. R. P. S.  
Printed Name of First Witness

Julie Strine  
Printed Name of Second Witness

STATE OF FLORIDA  
COUNTY OF Wabbes

The foregoing instrument was acknowledged before me on the 28 day of August, 1997 by SCOTT A. STRINE, D.O. who is personally known to me or who has produced ~~as~~ identification.

(SEAL)



[Signature]  
NOTARY PUBLIC

CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS

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

SUN NEUROCARE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2400 Harbor Boulevard, Suite 20, Port Charlotte 33952, County of Charlotte, State of Florida, has designated WARREN R. ROSS, Esq., whose street address is 223 Taylor Street, Punta Gorda 33950, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

SUN NEUROCARE, INC.

BY: X

Director

ACCEPTANCE

Having been designated as agent to accept service of process for the above named corporation, at the place stated in this Certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

WARREN R. ROSS, Esq.  
223 Taylor Street  
Punta Gorda, FL 33950