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NAME: CLINICAL NEUROSCIENCE INSTITUTE, INC.

AUDIT NUMBER.....H98000001794

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/28/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 28, 1998

EMPIRE

SUBJECT: CLINICAL NEUROSCIENCE INSTITUTE, INC.  
REF: W98000001930

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ARTICLES OF INCORPORATION

OF

CLINICAL NEUROSCIENCE INSTITUTE, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation is CLINICAL NEUROSCIENCE INSTITUTE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in medical services and any other purpose authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - 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 pro rata

Robert L. Roth, Esq.  
2720 Coral Way - Penthouse  
Miami, Florida 33145  
(305) 444-5000  
Bar No. 240257

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be 1516 Venera Avenue, Coral Gables, Florida 33146, and the name of the initial registered agent at that address of this corporation shall be Larry M. Herman.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of the directors of this corporation are:

Larry M. Herman  
President/Vice-President/Secretary/Treasurer  
11759 S.W. 102 Street  
Miami, Florida 33186

ARTICLE VIII - INCORPORATOR

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

Larry M. Herman  
President/Vice-President/Secretary/Treasurer  
11759 S.W. 102 Street  
Miami, Florida 33186

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE X - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by the law.

ARTICLE XII - 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 reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of January, 1998.

CLINICAL NEUROSCIENCE INSTITUTE, INC.

  
By: Larry M. Herman  
Incorporator

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

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

First, that CLINICAL NEUROSCIENCE INSTITUTE, INC. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Miami, Dade County, Florida, has named LARRY M. HERMAN located at 1516 Venera Avenue, Coral Gables, FL 33146, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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.

  
LARRY M. HERMAN  
Resident Agent

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