

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

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*Professional Neurodiagnostics,
Inc.*

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-04/28/98-01070--004
*****70.00 *****70.00

- Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

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Signature _____

Requested by: *Cher* 4/28 1027

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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**ARTICLES OF INCORPORATION
OF
PROFESSIONAL NEURODIAGNOSTICS, INC.**

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ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is PROFESSIONAL NEURODIAGNOSTICS, INC., and the principal address and principal place of business is 15598 BEDFORD CIRCLE WEST, CLEARWATER, FLORIDA 33764.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is c/o PATEL, MOORE & O'CONNOR, P.A., 2240 Belleair Road, Suite 160, in the City of Clearwater, County of Pinellas, Florida 33764. The name of its registered agent at such address is Patrick M. O'Connor.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is One Cent (\$0.01) amounting in the aggregate to One Hundred Dollars (\$100.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
CAROLINE A. HENKEL	15598 BEDFORD CIRCLE WEST CLEARWATER, FLORIDA 33764

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In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Patrick M. O'Connor, whose mailing address is c/o PATEL, MOORE & O'CONNOR, P.A., 2240 Belleair Road, Suite 160, Clearwater, FL 33764.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 27th day of April, 1998.

By:

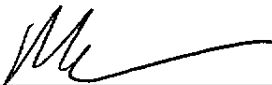


Patrick M. O'Connor
Incorporator

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:



Patrick M. O'Connor
Registered Agent