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February 17, 1999

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


RE: **COMPREHENSIVE NEUROLOGIC SPECIALISTS, P.A.**

Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation for COMPREHENSIVE NEUROLOGIC SPECIALISTS, P.A. Please file these Articles and return a certified copy of same to me at your earliest possible convenience. I have also enclosed our firm's check in the sum of \$122.50.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Mitchell B. Kirschner 

MBK:pma
Enclosures

cc: Edward Kaplan, M.D.
Bruce Kastin, M.D.

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R. Purinton FEB 22 1999

ARTICLES OF INCORPORATION

OF

COMPREHENSIVE NEUROLOGIC SPECIALISTS, P.A.

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OFFICE OF CORPORATIONS
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The undersigned natural persons, competent and licensed to practice neurologic medicine in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business 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 OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation shall be **COMPREHENSIVE NEUROLOGIC SPECIALISTS, P.A.**

The principal office and mailing address of this corporation shall 2900 North Military Trail, Suite 175, Boca Raton, Florida 33431.

ARTICLE II
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 in the practice of neurologic medicine, and all its fields of specializations, as are presently or hereafter engaged by the Incorporators.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. 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.

ARTICLE III **CAPITAL STOCK**

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.

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 certificates shall be issued only to Florida licensed 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 IV **DURATION**

The corporation shall have perpetual existence.

ARTICLE V **REGISTERED AGENT**

The address of this corporation's initial registered office is 2900 North Military Trail, Suite 175, Boca Raton, Florida 33431, and the name of its initial registered agent at said address is Edward H. Kaplan, M.D.

ARTICLE VI
INCORPORATORS

The name and address of the Incorporator are as follows:

Edward H. Kaplan, M.D.
Bruce R. Kestin, M.D.

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors initially consisting of two (2) persons. 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 names and addresses of the initial Directors of this corporation are:

Edward H. Kaplan, M.D.	2900 North Military Trail, Suite 175 Boca Raton, Florida 33431
Bruce R. Kestin, M.D.	2900 North Military Trail, Suite 175 Boca Raton, Florida 33431

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

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 IX
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 not be entitled to dividends.

ARTICLE X **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, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI **INDEMNIFICATION**

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

ARTICLE XII **PROFESSIONAL SERVICE CORPORATION ACT**

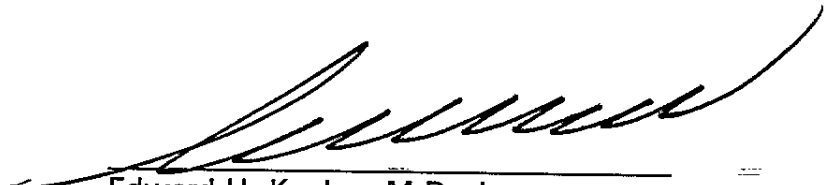
The corporation is a professional service corporation, within the meaning of the Professional Service Corporation Act. It and its Officers, Directors and Shareholders are subject to all of the provisions of that Act concerning the formation of the corporation, the conduct of its business and their respective rights, privileges, liabilities, and immunities, as provided in that Act.

ARTICLE XIII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws 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.

The undersigned Incorporators, for the purpose of forming a corporation to do business in the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 17 day of Feb 1999.



Edward H. Kaplan, M.D., Incorporator

B. Kastin

Bruce R. Kastin, M.D., Incorporator

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, personally appeared Edward H. Kaplan, M.D. and Bruce R. Kastin, M.D., who are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in the said County and State, this 17 day of February, 1999.



Notary Public, State of Florida
My Commission Expires:



Donna P D'Agostino
My Commission CC621031
Expires February 12, 2001

ACCEPTANCE BY RESIDENT AGENT

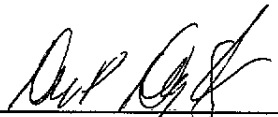
Having been named as Resident Agent and to accept service of process for the above stated professional association, I hereby accept the appointment as Resident Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Resident Agent.


Edward H. Kaplan, M.D.

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, personally appeared Edward H. Kaplan, M.D., who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Resident Agent for the professional association herein contemplated, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in the said County and State, this 17th day of February, 1999.


Notary Public, State of Florida
My Commission Expires:



Donna P D'Agostino
My Commission CC621031
Expires February 12, 2001

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CLERK OF STATE
OFFICE OF COMPTROLLER