

P99000030615



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 192305 4381472

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : April 2, 1999

ORDER TIME : 11:07 AM

ORDER NO. : 192305-005

900002828059--3

CUSTOMER NO: 4381472

CUSTOMER: Jane B. Palmier, Esq
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

RECEIVED

99 APR -2 PM 12:12

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: EAST COAST NEUROSURGICAL
ASSOCIATES, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

Dmc
4/2/99

FILED
99 APR -2 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 APR -2 PM 2:42

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

EAST COAST NEUROSURGICAL ASSOCIATES, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be EAST COAST NEUROSURGICAL ASSOCIATES, INC. (the "Corporation").

ARTICLE II

Purpose

This Corporation is organized for the purpose of recognition by the Central Florida community as the service, access, quality and cost-effective leader in neurosurgery. The Corporation will provide specialty care in neurosurgery. The Corporation is organized for the following additional purposes:

1. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

2. For the purpose of transacting any or all lawful business.
3. To do any and everything pertinent to the above.

ARTICLE III

Shares

The Corporation shall have authority to issue One Hundred Thousand (100,000) shares of Common Stock, One Cent (\$0.01) par value per share.

ARTICLE IV

Principal Office; Mailing Address

The address of the Principal Office of the corporation, and the corporation's mailing address, is 1071 W. Morse Blvd., Suite 100, Winter Park, FL 32789. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is Suite 1100, 390 North Orange Avenue, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VI

Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to

indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1 (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1 (a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as

between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

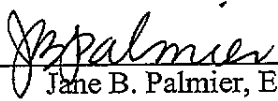
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is as follows: Jane B. Palmier, Esq., Broad and Cassel, 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of April, 1999.


Jane B. Palmier, Esq., Incorporator

FILED

99 APR -2 PM 2:42

ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Dated this 1st day of April, 1999.

REGISTERED AGENT:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.

By: 

Douglas E. Starcher, Vice President