

Law Offices

HOLLAND & KNIGHT LLP

625 North Flagler Drive, Suite 700
P.O. Box 3208 (ZIP 33402-3208)
West Palm Beach, Florida 33401

561-833-2000
FAX 561-650-8399
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April 15, 1999

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Tampa
Washington, D.C.
West Palm Beach

RAYMOND W. ROYCE, ESQ.
561-650-8316

Internet Address:
rroyce@hklaw.com

VIA FEDERAL EXPRESS

Division of Corporations
Attn: Filing Department
409 E. Gaines Street
Tallahassee, FL 32399

100002842171--6
-04/16/99--01060--007
*****78.75 *****78.75

Re: Articles of Incorporation for Florida Brain & Spine, P.C.

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for Florida Brain & Spine, P.C. Please file the Articles upon receipt and kindly furnish us with a certified copy of same. Our check in the amount of \$78.75 is enclosed.

Please feel free to call the undersigned should you have any questions or require additional information.

Thank you for your help.

Sincerely yours,

Jacqueline V. Medas
Jacqueline V. Medas
Legal Assistant

FILED
99 MAY 17 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jvm
Enclosures

Dmp
4/19/99

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Miami	Washington, D.C.
New York	West Palm Beach

May 13, 1999

RAYMOND W. ROYCE
561-650-8316

Internet Address:
rroyce@hklaw.com

Division of Corporations
Attn: Ms. Doris McDuffie
Corporate Specialist Supervisor
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Florida Brain & Spine, P.A.
Ref. Number: W99000009273/Letter Number: 899A00020229

Dear Ms. McDuffie:

Pursuant to your letter of April 19, 1999, enclosed herewith is the original, amended Articles of Incorporation for Florida Brain & Spine, P.A., together with a copy thereof. Please proceed with the filing of the enclosed Articles and kindly furnish us with a certified copy of same.

Please contact the undersigned should you have any questions or require additional information.

Thank you for your help.

Very truly yours,

HOLLAND & KNIGHT LLP



Jacqueline V. Medas
Legal Assistant to Ray Royce

/jvm
Enclosures
WPB1 #151500 v1



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 1999

JACQUELINE V. MEDAS, LEGAL ASSISTANT
HOLLAND & KNIGHT LLP
P.O. BOX 3208
WEST PALM BEACH, FL 33402-3208

SUBJECT: FLORIDA BRAIN & SPINE, P.C.
Ref. Number: W99000009273

We have received your document for FLORIDA BRAIN & SPINE, P.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 899A00020229

ARTICLES OF INCORPORATION
OF
FLORIDA BRAIN & SPINE, P.A.

FILED
99 MAY 17 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Professional Service Corporation under the laws of the State of Florida, and under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be FLORIDA BRAIN & SPINE, P.A

ARTICLE II

The principal office and mailing address of the Corporation is 11911 U.S. Highway One, Suite 124, North Palm Beach, Florida 33408.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to engage in the practice of medicine. The Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds, and may own real and personal property necessary for the rendering of medical services.

ARTICLE IV

The Corporation shall have the authority to issue one thousand (1000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 625 N. Flagler Drive, Suite 700, West Palm Beach, Florida 33401; and the initial Registered Agent of this Corporation is RAYMOND W. ROYCE, ESQ.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is eight (8), whose names and addresses are as follows:

John Afshar, M.D.
4979 S.W. Hammock Creek Drive
Palm City, FL 34990

Heldo Gomez, M.D.
2511 Monaco Terrace
Palm Beach Gardens, FL 33410

Stuart Goodman, M.D.
11952 Edgewater Drive
Palm Beach Gardens, FL 33410

Ignacio Magana, M.D.
19133 S.E. Jupiter Drive
Jupiter, FL 33458

Nizam Razack, M.D.
1701 Village Blvd., #102
West Palm Beach, FL 33409

John Robinson, M.D.
173 South River Road
Stuart, FL 34996

David Sachs, M.D.
6256 N.W. 33rd Avenue
Boca Raton, FL 33496

Charles Theofilos
10850 Egret Pointe Lane
West Palm Beach, FL 33412

ARTICLE VIII

The name and address of the Incorporator is as follows:

RAYMOND W. ROYCE, ESQ.
Holland & Knight LLP
625 N. Flagler Drive, Suite 700
West Palm Beach, FL 33401

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

ARTICLE XI

1. The only shareholders of this Corporation shall be other professional corporations, professional limited liability companies, or individuals who themselves are duly licensed or otherwise legally authorized to practice medicine under the laws of the State of Florida.

2. No shareholder of the Corporation shall enter into a voting trust agreement or other type agreement vesting another person with the authority to exercise the voting power of any or all of that shareholder's stock without the written consent of all other shareholders. However, all of the shareholders may enter into a shareholders' agreement providing for the operation of the business and affairs of the Corporation and providing for various terms and conditions relating to the ownership and disposal of shares of the Corporation.

3. If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the Corporation.

4. No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of FLORIDA BRAIN & SPINE, P.A. for the uses and purposes aforesaid this 13 day of MAY, 1999.


RAYMOND W. ROYCE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of May,
1999, by RAYMOND W. ROYCE.

(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA
JACQUELINE V. MEDAS
COMMISSION # CC731003
EXPIRES 4/7/2002
BONDED THRU ASA 1-800-NOTARYS

NOTARY PUBLIC

Jacqueline V. Medas
JACQUELINE V. MEDAS

Print Name

My commission expires__

My commission No.

Personally Known ✓ OR Produced Identification _____
Type of identification Produced _____

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

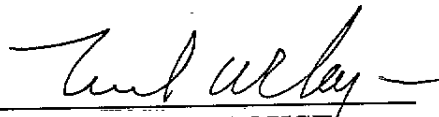
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that FLORIDA BRAIN & SPINE, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at North Palm Beach, County of Palm Beach, State of Florida, has named RAYMOND W. ROYCE, ESQ., Holland & Knight LLP, 625 N. Flagler Drive, Suite 700, West Palm Beach, FL 33401, as its Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

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 provisions of said Act relative to keeping open said office.

DATED this 13 day of MAY, 1999.


RAYMOND W. ROYCE
Registered Agent