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ARTICLES OF INCORPORATION

OF

NEUROLOGY ONLINE, INC.

PURSUANT TO Chapter 607 of the Florida Statutes (1998), the undersigned, acting as sole incorporator of NEUROLOGY ONLINE, INC., hereby adopts and files the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is NEUROLOGY ONLINE, INC.

ARTICLE II

Duration

The period of existence of this corporation is perpetual.

ARTICLE III

<u>Purpose</u>

The corporation is a professional service corporation and is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under Chapter 607, Florida Statutes.

ARTICLE IV

Principal Office and Mailing Address

The address of the principal office and the mailing address of the corporation is 244 Sylvan Boulevard, Winter Park, Florida 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

<u>Director</u>

The corporation shall have one (1) initial Director. The initial director of the corporation shall be Daniel Jacobs, M.D. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation; but shall never be less than one (1).

Attorney Name: Mchael P. De Voc

Attorney Name: Michael R. De Vo Broad and Cussel - Attorneys at Law 390 North Orange Avenue, Suite 1100 Orlando, Florida 32801 Telephone (407) 839-4200 Florida Bar No.: 0152439

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ARTICLE VI

Shares

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

ARTICLE VII

Initial Registered Office and Agent

The address of the corporation's initial registered office is 390 N. Orange Avenue, Orlando, Florida 32801-1640, and the corporation's initial registered agent at such address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is Michael P. DeVoe, Esq., Broad and Cassel, 390 N. Orange Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this _/o day of _______, 1999.

Michael P. DeVoe, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of NBUROLOGY ONLINE, INC.

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., a Florida corporation

By:

Douglas E. Starcher, Vice President