

42200075576
THOMAS T. DEMAS

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Trial Practice • Personal Injury • Wrongful Death

FILED
99 AUG 19 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 17, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/19/99-01060-003
****122.50 *****78.75

RE: NEUROGENESIS, INC.

Gentlemen:

Please find enclosed herewith, in duplicate, originals of the following to be filed pursuant to the incorporation of **NEUROGENESIS, INC.**, under the laws of the State of Florida:

- (a) Articles of Incorporation
- (b) Designation of Resident Agent in duplicate
- (c) Filing fee of Articles \$35.00
Certified copy of Articles 52.50
Filing fee of Resident Agent 35.00
Total check enclosed \$122.50

It is requested that this filing be accepted in full compliance with the Florida Laws regarding corporations. Please return a certified copy of the Articles to the address indicated above. Prompt notification of further documentation procedures or fees required will be appreciated.

Sincerely,


Thomas T. Demas

TTD/df

Enclosure

**ARTICLES OF INCORPORATION
OF
NEUROGENESIS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is NEUROGENESIS, INC., and the mailing address of this corporation is 3211 NORTHWEST 38th STREET, GAINESVILLE, FLORIDA 32606.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of The United States and of the State of Florida.

ARTICLE III. POWER

This corporation is authorized and empowered to do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including all authority and power granted by Florida Law.

ARTICLE IV. CAPITAL STOCK

Section I: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal par value of \$1.00 per share.

Section 2: All certificates of stock shall be signed by the President and Secretary and shall be sealed with the corporate seal. Certificates of stock shall be in the form adopted by the stockholders at their first meeting and as attached to the Minutes of the first meeting of the stockholders and identified as the form of the stock certificates for this corporation. All certificates shall be consecutively numbered.

Section 3: In case of loss or destruction of certificate of stock, no new certificate shall be issued in lieu thereof except upon satisfactory proof, to the officers required to sign the same, of such loss or destruction; and upon giving satisfactory security, by bond or otherwise, against loss to the corporation any such new certificates shall be plainly marked "duplicate" upon its face.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI. TERM OF EXISTENCE

The corporation is to begin existing upon filing of these Articles of Incorporation, and perpetually from that day forth.

ARTICLE VII. DIRECTORS

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation

entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are:

NAME

ADDRESS

JOSEPH J. WARNER, M.D.

3211 NW 38TH Street
Gainesville, Florida 32606

ARTICLE IX. INITIAL ADDRESS

The initial address and registered office of this corporation in the State of Florida shall be 3211 NORTHWEST 38th STREET, GAINESVILLE, FLORIDA 32606. The stockholders may from time to time move the principal or registered office to any other address in Florida. The name of the initial registered agent at such address is JOSEPH J. WARNER, M.D. and the mailing address of registered agent is 3211 NORTHWEST 38TH STREET, GAINESVILLE, FLORIDA 32606.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XI. OFFICERS

Officers of this corporation shall not be required to be stockholders.

ARTICLE XII. **UNISSUED STOCK AND RESTRICTION ON SALE** **OR DISPOSITION OF STOCK**

The corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders during their lifetime and in the event of death of any of its stockholders.

Signed, sealed and delivered
in the presence of:

Sandra King

Randi Horne

Joseph J. Warner, M.D. (SEAL)
JOSEPH J. WARNER, M.D.

STATE OF FLORIDA
COUNTY OF COLUMBIA

BEFORE ME, the undersigned authority, personally appeared, JOSEPH J. WARNER,
personally known to me to be the person described herein as subscribers and who executed the
foregoing Articles of Incorporation.

17th WITNESS my hand and official seal at Lake City, Columbia County, Florida on this
day of August, 1999.

Del R. Federico

Notary Public

My Commission Expires



Del R. Federico
MY COMMISSION # CC689464 EXPIRES
October 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that NEUROGENESIS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Gainesville, Florida, has named JOSEPH J. WARNER, M.D., as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above styled 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.



JOSEPH J. WARNER, M.D.