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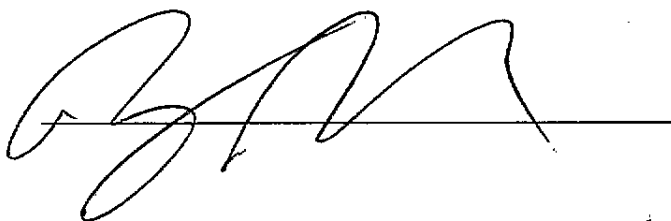
Florida Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32304

SUBJECT: Neuro Diagnostic Recording, Inc.

500003058155--2
-12/01/99-01077-012
*****18.75 *****18.75

Enclosed please find the original copy of the certificate of incorporation for the above corporation. Also enclosed is a check in the amount of \$ 78.75.

FROM: Bruce D. Rosenberg
1284 Carlton Street
Spring Hill, FL 34609
352-799-6080
e-mail bandy@star2.net



FILED
99 DEC 10 PM 12:18
TALLAHASSEE, FLORIDA

W99-27736



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 1999

BRUCE D. ROSENBERG
1284 CARLTON STREET
SPRING HILL, FL 34609

SUBJECT: NEURO DIAGNOSTIC RECORDING, INC.
Ref. Number: W99000027736

We have received your document for NEURO DIAGNOSTIC RECORDING, INC. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6926.

Cheryl Gallmon-Case
Document Specialist

Letter Number: 399A00057267

ARTICLES OF INCORPORATION

- Profit Corporation -

The undersigned, desiring to form a corporation, for profit, does hereby state the following:

FIRST: The name of the corporation shall be:

Neuro Diagnostic Recording, Inc.

SECOND: The place in the State of Florida where its principal office is to be located is:

1284 Carlton Street
Spring Hill, FL 34609
352-799-6080

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of:

Ambulatory EEG, EKG and extended EEG testing.

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

Common Stock -- No Par Value

The number of shares which the corporation is authorized to have outstanding is:

500

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Bruce Rosenberg
1284 Carlton Street
Spring Hill, FL 34609

Yvette Rosenberg
1284 Carlton Street
Spring Hill, FL 34609

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Bruce Rosenberg
1284 Carlton Street
Spring Hill, FL 34609

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of two (2) in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Bruce Rosenberg
1284 Carlton Street
Spring Hill, FL 34609

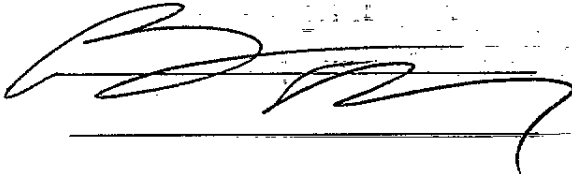
Yvette Rosenberg
1284 Carlton Street
Spring Hill, FL 34609

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from January 1 to December 31 each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS

30th day of Nov, 1999.

 Yvette Rosenberg

State of Florida)
County of Hernando) SS.

On this day, before me, the undersigned authority, in and for and residing in the above County and State, personally appeared the Incorporators whose signatures appear above, are personally known to me to be the same person(s) whose name(s) is/are subscribed to the foregoing document, and, being duly sworn, they verified that the information contained in the foregoing document is true and correct on personal knowledge and acknowledged that said document was signed as a free and voluntary act.

Subscribed and sworn to this 30th day of Nov, 1999


Name and signature

My commission expires: 3-27-2000



DAWN A SAPUNTZOFF
My Commission CC543156
Expires Mar 27 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1 The name of the corporation is: Neuro Diagnostic
Recording, inc.

2. The name and address of the registered agent and office is:

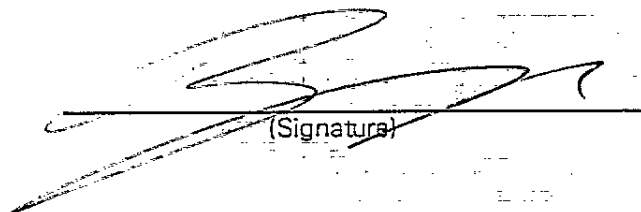
BRUCE ROSENBERG
(Name)
1284 CAN/TON ST.
(P.O. Box not acceptable)
Spring Hill, FL 34609
(City/State/Zip)

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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 registered agent.


(Signature)

12/8/99
(Date)