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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Scientific Learning Corporation 25/27

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FL

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SCIENTIFIC LEARNING CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE (State or country under the law of which it is incorporated)
3. 94-3234458 (FEI number, if applicable)

4. 5/2/97 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 5/1/98 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1995 UNIVERSITY AVE #400
BERKELEY CA 94704
(Current mailing address)

8. PROVIDE EDUCATIONAL TRAINING PROGRAMS + SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Doug B. Young
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Frank Mattson  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANK MATTSON  
(Typed or printed name and capacity of person signing application)

**SCIENTIFIC LEARNING CORPORATION  
LISTING OF OFFICERS AND DIRECTORS**

**OFFICERS**

	<b>ADDRESS</b>
Ms Sheryle Bolton President and Chief Executive Officer	5576 Glenbrook Drive Oakland, CA 94618
Dr. Michael Merzenich Chief Scientific Officer	20 Hillpoint San Francisco, CA 94117
Dr. Paula Tallal Executive Vice President	197 University Avenue Neward, New Jersey 07102
Dr. Williams E. Jenkins Vice President Product Development	348 Farallon Avenue Pacifica, CA 94044
Dr. Steve Miller Vice President Professional Relations & Outcomes	5 Elk Court Pacifica, CA 94044
Dr. Bret Peterson Vice President Internet/Database Operations	3156 Sun Ridge Court Lafayette, CA 94549
Frank Mattson Chief Financial Officer, Vice President - Finance, and Secretary	1340 Cole Street San Francisco, CA 94117
Jeffrey S. Zimman Assistant Secretary	One Maritime Plaza 20th Floor San Francisco, CA 94111-3580

**DIRECTORS**

Ms Sheryle Bolton	5576 Glenbrook Drive Oakland, CA 94618
Dr. Michael Merzenich	20 Hillpoint San Francisco, CA 94117
Dr. Paula Tallal	197 University Avenue Neward, New Jersey 07102
James Thomas	102 Betsys Lane New Canaan, CT 06840
Carleton Holstrom	112 Mount Airy Road Pipersville, PA 18947
Nick Lowcock	466 Lexington Avenue New York, NY 10017
Leonard Schleifer	4 Peck Road Mount Kisco, NY 10549

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCIENTIFIC LEARNING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCIENTIFIC LEARNING CORPORATION" WAS INCORPORATED ON THE SECOND DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9094978

DATE: 05-21-98