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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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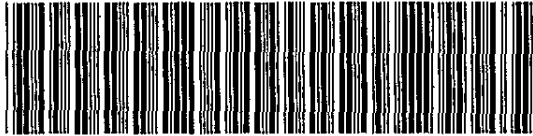
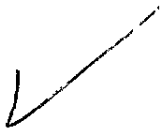
(Business Entity Name)

(Document Number)

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STATE OF ARIZONA  
DEPARTMENT OF REVENUE

12/23/04  
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12/16/04  
[Signature]

**MARK E. CLEMENTS, P.A.**  
ATTORNEYS AT LAW

**MARK E. CLEMENTS**

Certified as an Elder Law Attorney by the  
National Elder Law Foundation  
WILLS - ESTATES - ESTATE PLANNING  
ELDER LAW - MEDICAID - NURSING HOME  
GUARDIANSHIPS - MEDIATION  
CORPORATE AND BUSINESS LAW

310 East Main Street  
Lakeland, Florida 33801  
Telephone (863) 687-2287  
Fax (863) 682-7385

**ELAINE KELLEHER**  
TRIAL PRACTICE - GENERAL

**TIMOTHY L. FLANAGAN**  
OF COUNSEL

December 13, 2004

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 632  
Tallahassee, Florida 32314

Re: Neurotec Corporation

Dear Sir or Madam:

Enclosed please find an original and a copy of an Articles of Incorporation, a Designation of Registered Agent, and a check in the amount of \$78.75 representing filing fee, designation of registered agent fee, and certified copy fee. Please return a certified copy in the enclosed envelope. Should you have any questions please contact me at (863) 687-2287 ext. 25. Thank you.

Sincerely,




Elaine Kelleher  
MARK E. CLEMENTS, P.A.

Enclosures

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**ELAINE KELLEHER**  
TRIAL PRACTICE - GENERAL

**TIMOTHY L. FLANAGAN**  
OF COUNSEL

December 21, 2004

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Neurotec Corporation International

Dear Suzanne:

Enclosed please find an Articles of Incorporation for Neurotec Corporation International. As we discussed, also enclosed is an Affidavit of Ryan C. Parrish stating that he will not revoke the administrative dissolution filed against Neurotec Corporation International on October 1, 2004. Please return a certified copy of the Articles in the enclosed envelope. Thank you for your consideration in this matter.

Sincerely,



Elaine Kelleher  
MARK E. CLEMENTS, P.A.

Enclosures  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 16, 2004

MARK E. CLEMENTS, P.A.  
310 EAST MAIN STREET  
LAKELAND, FL 33801

SUBJECT: NEUROTEC CORPORATION  
Ref. Number: W04000045981

We have received your document for NEUROTEC CORPORATION 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6955.

Suzanne Hawkes  
Document Specialist  
New Filings Section

Letter Number: 904A00070099

ARTICLES OF INCORPORATION  
OF  
NEUROTEC CORPORATION INTERNATIONAL

FILED  
04 DEC 25 AM 9 06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is: Neurotec Corporation International.

ARTICLE II. PERMITTED BUSINESS AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of computer software development, and to engage in every aspect and phase of related businesses.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have the power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and

dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses or other rights or interest thereunder or therein.

(d) Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding, for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific, or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed

action, suit, or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or any person who is or was of service at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprises against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

### ARTICLE III. CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL CAPITAL

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

ARTICLE V. TERM OF EXISTENCE

The existence of this corporation is to begin on January 1, 2005, and to continue perpetually thereafter.

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 119 Lake Morton Drive #4, Lakeland, Florida 33801. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

| <u>Name</u>     | <u>Address</u>                                      |
|-----------------|---|
| Ryan C. Parrish | 119 Lake Morton Drive #4<br>Lakeland, Florida 33801 |

ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.



ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote.) This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The name and street address of each member of this first Board of Directors is:

| <u>Name</u>     | <u>Address</u>                                      |
|-----------------|---|
| Ryan C. Parrish | 119 Lake Morton Drive #4<br>Lakeland, Florida 33801 |

ARTICLE XI. SUBSCRIBERS

The name and street address of Ryan C. Parrish, the subscriber to these Articles of Incorporation is:

| <u>Name</u>     | <u>Address</u>                                      |
|-----------------|---|
| Ryan C. Parrish | 119 Lake Morton Drive #4<br>Lakeland, Florida 33801 |

The subscribers of these Articles of Incorporation hereby assign to this corporation any and all of their rights under Section 607.0201, Florida Statutes, to constitute a corporation.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

XIII. Effective Date

The corporation's existence shall begin on January 1, 2005.


IN WITNESS WHEREOF, Ryan C. Parrish, the undersigned subscriber, have hereunto set my hand and seal this 21 day of December, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

  
Ryan C. Parrish

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, Ryan C. Parrish, personally known to me or who produced FL driver license as identification, the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at the state and county noted above, this 21 day of December, 2004.

  
Notary Public - State of  
Florida

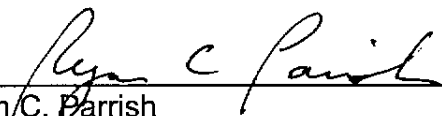
My commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST – That Neurotec Corporation International, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 119 Lake Morton Drive #4, City of Lakeland, State of Florida, has named Ryan C. Parrish, located at 119 Lake Morton Drive #4, City of Lakeland, State of Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Ryan C. Parrish

Title: Subscriber to Articles of Incorporation

Date: 12-21-04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature:   
\_\_\_\_\_  
Ryan C. Parrish (Registered Agent)

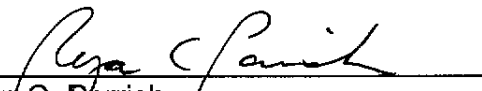
Date: 12-21-04

AFFIDAVIT OF REFUSAL TO REVOKE  
DISSOLUTION OF CORPORATION

STATE OF FLORIDA  
COUNTY OF POLK


BEFORE ME, the undersigned authority, personally appeared Ryan C. Parrish who, being first duly sworn, deposes and says:

1. The undersigned's name is Ryan C. Parrish.
2. The undersigned filed an Articles of Incorporation for Neurotec Corporation International, a Florida profit corporation, on August 21, 2003.
3. Neurotec Corporation International was administratively dissolved for failure to file an annual report on October 1, 2004.
4. The undersigned will not revoke said dissolution of Neurotec Corporation International.
5. Further affiant sayeth not.

  
\_\_\_\_\_  
Ryan C. Parrish

I HEREBY CERTIFY that on this day personally appeared before me, Ryan C. Parrish, personally known to me, or who produced FL driver license as identification, the person described in and who executed the foregoing Affidavit, and he acknowledged before me that he subscribed to the Affidavit.

WITNESS my hand and official seal at the state and county noted above, this *21st* day of December, 2004.

  
\_\_\_\_\_  
Notary Public – State of Florida

My commission expires:

