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(Requestor's Name)

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(Address)

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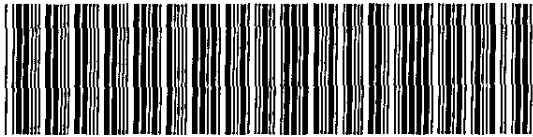
(Business Entity Name)

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T. Hampton APR 18 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 317665 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 15, 2005

ORDER TIME : 3:36 PM

ORDER NO. : 317665-005

CUSTOMER NO: 9081A

CUSTOMER: Mr. W. Thornton Scott
Maclean And Ema

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: BRAIN MATTERS FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY QUANTITY: (2) TWO
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION OF
BRAIN MATTERS FOUNDATION, INC.
A NON-PROFIT CORPORATION**

I, the undersigned, hereby make, subscribe, acknowledge, and file the following Articles of Incorporation for a corporation not for profit, pursuant to Florida Statute 617.

ARTICLE I
THE NAME OF THE CORPORATION

The name of this non-profit corporation shall be:

Brain Matters Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE AND ADDRESS

The principal office of the Corporation and its address shall be 723 West Atlantic Avenue, #A-7, Delray Beach, Florida 33445. The mailing address of the Corporation shall be 723 West Atlantic Avenue, #A-7, Delray Beach, Florida 33445.

ARTICLE III
GENERAL NATURE OF BUSINESS

The specific purpose for which the Corporation is organized is, subject to the restrictions hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary or educational purposes pursuant to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and its valid regulations and all related provisions.

ARTICLE IV
POWERS

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United State Internal Revenue law.

ARTICLE V
ASSETS AND EARNINGS

None of the assets or earnings of the corporation shall be paid or accrued for the benefit of any of its members, directors, officers, or employees, or any other individual, whether before, upon, or after dissolution or liquidation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or property transferred and to make payments and distributions in furtherance of the purposes set forth in Article IV above.

ARTICLE VI
DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE VII
MEMBERSHIP

This non-profit Corporation shall have no members.

ARTICLE VII
EXISTENCE

This non-profit Corporation shall have perpetual existence.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office shall be W. Thornton Scott, Esquire, 2600 N.E. 14th Street Causeway, Pompano Beach, Florida, 33062.

ARTICLE X
DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, whose method of election is set forth in the By-Laws.

ARTICLE XI
INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the members of the initial Board of Directors and Officers of the Corporation, who shall hold office until their successors are duly elected at the first general election of officers which will be held at the first annual meeting of the Corporation, shall be:

<u>Name</u>	<u>Title</u>
Mark Brody	Director & President
Lynn Brody	Director, Vice President, Secretary & Treasurer
David Watson	Director

ARTICLE XII
BYLAWS

The Bylaws of the Corporation shall be made, altered and/or rescinded by motion and majority vote of the Board of Directors of this Corporation.

ARTICLE XII
AMENDMENTS

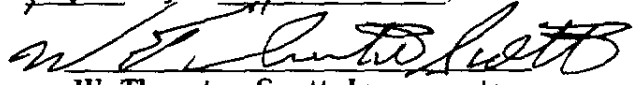
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation. An amendment may be made by any member of the Board of Directors of the Corporation if such amendment is adopted by a majority vote of the Board of Directors of this Corporation.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

W. Thornton Scott
2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062

IN WITNESS WHEREOF, I have subscribed my name this 14th day of April, 2005.


W. Thornton Scott, Incorporator

STATE OF FLORIDA

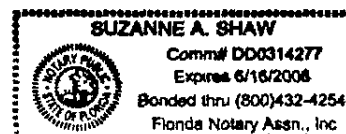
COUNTY OF BROWARD

SUBSCRIBED AND SWORN to before me by W. Thornton Scott, personally known to me and known to me to be the person who executed this instrument and acknowledged before me that this instrument was signed for the purposes herein expressed.

WITNESS my hand and seal this 14th day of April, 2005.


Notary Public/State of Florida
(SEAL)

My Commission expires:



This instrument was prepared by:

W. Thornton Scott, Esquire
MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
BRAIN MATTERS FOUNDATION, INC.**

Registered agent for **Brain Matters Foundation, Inc.**

W. Thornton Scott, Esquire
MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, FL 33062

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Dated: April 14, 2005.


W. THORNTON SCOTT, ESQUIRE

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of April, 2005, by W. Thornton Scott, Esquire, who is personally known to me.



Notary Public/State of Florida at Large
My Commission expires:
(SEAL)

This instrument was prepared by:

W. Thornton Scott, Esquire
MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, FL 33062

