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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. Burch MAY 17 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 104404 7527476

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : May 12, 2006

ORDER TIME : 10:07 AM

ORDER NO. : 104404-005

CUSTOMER NO: 7527476

FOREIGN FILINGS

NAME: COGNITIVE RESEARCH CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young ---EXT# 2962

EXAMINER: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. COGNITIVE RESEARCH CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 65 127 6928

(FEI number, if applicable)

4. 03-27-2006

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. SUITE 2003, 4240 GALT OCEAN DRIVE

(Principal office address)

FORT LAUDERDALE, FLORIDA 33308

(Current mailing address)

8. PSYCHOLOGICAL RESEARCH

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, 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.

Corporation Service Company

By: 

(Registered agent's signature)

RAYMOND W. JONES, Asst. VP

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.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: DR. THOMAS C CROOK

Address: 4240 GALT OCEAN DRIVE
FORT LAUDERDALE, FLORIDA 33308

Vice Chairman: DR. GARY KAY

Address: 4240 GALT OCEAN DRIVE
FORT LAUDERDALE, FLORIDA 33308

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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B. OFFICERS

President: DR. THOMAS C CROOK

Address: SAME

^{CO}
Vice President: DR. GARY KAY

Address: SAME

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. THOMAS H. CROOK, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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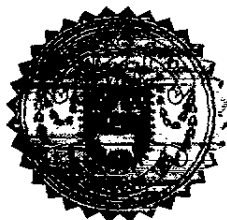
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COGNITIVE RESEARCH 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 TWELFTH DAY OF MAY, A.D. 2006...

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COGNITIVE RESEARCH CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



4132052 8300

060452731

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4742234

DATE: 05-12-06