

CORPORATION
SERVICES, INC.
1201 HAVEN
TALLAHASSEE, FL 32301
904 222 9111
904 222 0111 FAX

CSC networks

800-142-0086

MAIL TO
P.O. Box 5828
TALLAHASSEE, FL 32311

ACCOUNT NO. : 0721000000037

REFERENCE : 559046 146164A

AUTHORIZATION :

COST LIMIT : 9

03/14/95 10:02 AM

ORDER DATE : March 10, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 559046

CUSTOMER NO: 146164A

CUSTOMER: Bill Corley, Esq
Caldwell & Pacetti
324 Royal Palm Way
Palm Beach, FL 33480

RUSH WILL WAIT

FOREIGN FILINGS

"RUSH WILL WAIT"

NAME: NEURAL SYSTEMS & SCIENCE, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Charlotte Humbert

559046
03/14/95 10:02 AM

RUSH WILL WAIT
DIVISION
95 MAR 14 10:05 AM

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. NEURAL SYSTEMS & SCIENCE, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 3/19/93

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. 65-0562716

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 4681 WEST LEITNER DRIVE, CORAL SPRINGS FL 33067
(Current mailing address)

8. CONSULTING TO BUSINESSES

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SAMUEL J. LEVEN

Address: 4681 WEST LEITNER DRIVE
CORAL SPRINGS FL 33067

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. Officers:

President: SAMUEL J. LEVEN
Address: 4681 WEST LEITNER DRIVE
CORAL SPRINGS FL 33067

Vice President: N/A
Address: _____

Secretary: SAMUEL J. LEVEN
Address: 4681 WEST LEITNER DRIVE
CORAL SPRINGS FL 33067

Treasurer: SAMUEL J. LEVEN
Address: 4681 WEST LEITNER DRIVE
CORAL SPRINGS FL 33067

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)
SEE ATTACHED RE ASSISTANT SECRETARY

10. Name and Street address of Florida registered agent:

Name: WILLIAM E. CORLEY III
Office Address: 324 ROYAL PALM WAY, THIRD FLOOR
PALM BEACH, Florida 33480
Zip Code

11. 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.

Registered agent's signature: _____

WILLIAM E. CORLEY III

12. 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.

13. WILLIAM E. CORLEY III
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. WILLIAM E. CORLEY III ASSISTANT SECRETARY
(Name and capacity of person signing application)

NEURAL SYSTEMS & SCIENCE, INC.

ADDENDUM TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

Item 9 B (Officers) Cont'd.:

Assistant Secretary:

Address:

WILLIAM E. CURLEY III

324 ROYAL PALM WAY, THIRD FLOOR

PALM BEACH FL 33480

SECRET
DIVISION OF CORPORATE AFFAIRS
SEP 11 1961

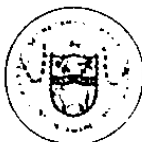
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE COMPANY & SOCIETY, INC. 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 THIRTEENTH DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

RECEIVED
SECRETARY OF STATE
MARCH 14 1995



Edward J. Freel

Edward J. Freel, Secretary of State

2331870 10350

950054174

AUTHENTICATION

7-9-95

DATE

10-13-95