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CORP. NAME:	ALZCOG T	HERAPEUTICS, LLC			
() ARTICLES OF INCO	PRPORATION	() ARTICLES OF AMENDMENT	() ARTICLES OF DISSOLUTION		
() ANNUAL REPORT		() TRADEMARK/SERVICE MARK	() FICTITIOUS NAME		
() FOREIGN QUALIFIC	CATION	() LIMITED PARTNERSHIP	(XX) LIMITED LIABILITY		
() REINSTATEMENT		() MERGER	() WITHDRAWAL		
() CERTIFICATE OF C	CANCELLATION				
() OTHER:					
STATE FEES PREPAID WITH CHECK# 51503 FOR \$ 155.00					
AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:					
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ARTICLES OF ORGANIZATION

ALZCOG THERAPEUTICS, LLC, a Florida limited liability company

ARTICLE I NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

ALZCOG THERAPEUTICS, LLC

ARTICLE II PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

P.O. Box 621 Osprey, Florida 34229-0261

ARTICLE III INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:

Steve Shelden 6687 Duck Pond Lane Sarasota, Florida 34240

ARTICLE IV MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the day of Movember, 2005.

WITNESSES:

Print/Name J

JAJEK M. MAAG

•

Barbara J. Middleton

"MANAGER"

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

ALZCOG THERAPEUTICS, LLC

2. The name and the Florida street address of the registered agent are:

Steve Shelden 6687 Duck Pond Lane Sarasota, Florida 34240

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.

Date: 11/18/05

Steve Shelden

"REGISTERED AGENT"