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HHCS HEALTH GROUP

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October 9, 2001

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*****78.75 *****78.75

State of Florida
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of **Center for Memory Disorders, Inc.**, a new Florida not-for-profit corporation, and a check in the amount of \$78.75 (seventy eight dollars, seventy five cents).

Please send a certified copy of these Articles for our files when available. If you require additional information, or funds, please call me at (407)898-4427.

Thank you. Your assistance is appreciated.

Very truly yours,

Meryl Biszick
Administration

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 15 AM 7:14

F. 0-20037 OCT 17 2001

ARTICLES OF INCORPORATION

for

CENTER FOR MEMORY DISORDERS, INC.
(A Florida Not-For-Profit Corporation)

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 OCT 15 AM 7:14

I. NAME

The name of this Corporation is "Center for Memory Disorders, Inc." (hereinafter called the "Corporation").

II. ADDRESS

The address of the principal office and the mailing address of the Corporation shall be 633 East Colonial Drive, Orlando, Florida 32803.

III. DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

IV. PURPOSE

The Corporation is organized and operating for charitable and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended. Specifically, the Corporation has a mission of diagnosing, treating, and educating the public with issues relating to cognitive memory and related disorders, and any and all such other purposes as may be deemed appropriate by the Board of Directors of the corporation.

V. POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not-for-profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

VI. MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation, shall be as stated in the bylaws.

VII. BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the organizational meeting of the Corporation.

VIII. MEMBERSHIP

The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

IX. DISTRIBUTION OF ASSETS

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Orange County, Florida, or the jurisdictional court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

X. DISTRIBUTION OF NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

The Board of Directors of the Corporation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.

XII. REGISTERED OFFICE

The street address of the Corporation's initial registered office in the State of Florida is:

**633 East Colonial Drive
Orlando, Florida 32803**

XIII. REGISTERED AGENT

The name and address of the sole incorporator, and initial registered agent, is N. Lois Adams, 308 Palmway Lane, Orlando, FL 32803.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation, pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 5th day of July, 2001.

By: 
N. Lois Adams, Incorporator

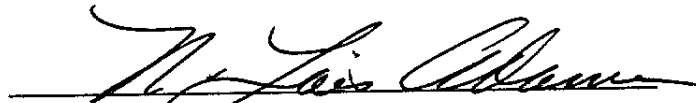
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **Center for Memory Disorders, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 633 East Colonial Drive, Orlando Florida 32803, has named N. Lois Adams as its registered agent to accept service of process and perform such other duties as are required in that State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.


N. Lois Adams
633 East Colonial Drive
Orlando, FL 32803
(407)898-4427

DATED:

9/21/01

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 15 AM 7:14