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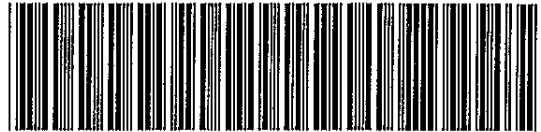
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# PIPER, LUDIN, HOWIE & WERNER, P.A.

ATTORNEYS AT LAW

5720 CENTRAL AVENUE • ST. PETERSBURG • FLORIDA • 33707

**BRUCE G. HOWIE\***  
**ERIC E. LUDIN**  
**JULIAN M. PIPER**  
**SIDNEY WERNER**

\* Board Certified Criminal Trial Lawyer

Tel: (727) 344 - 1111  
Fax: (727) 344 - 1117

E-mail: law@gte.net  
Web site:  
<http://www.piperludin.com>

April 10, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Kolp Research Institute of Ketamine  
Psychedelic Psychotherapy, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced, together with our check no. 1735 in the amount of \$70.00 as the filing fee and acceptance of registered agent fee. Thank you for your assistance with this filing.

Very truly yours,



Sidney Werner

SW/gel  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**KOLP RESEARCH INSTITUTE OF**  
**KETAMINE PSYCHEDELIC PSYCHOTHERAPY, INC.**  
**(NOT FOR PROFIT)**

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SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 08/05/00 BY 60322

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **KOLP RESEARCH INSTITUTE OF KETAMINE PSYCHEDELIC PSYCHOTHERAPY, INC.**, (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions

to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Eli M. Kolp  
Mordekhai Kolpakchi  
Zenaida Kolpakchi

#### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Eli M. Kolp
Vice President:	Mordekhai Kolpakchi
Secretary:	Zenaida Kolpakchi
Treasurer:	Zenaida Kolpakchi

#### **ARTICLE 6 - PRINCIPAL OFFICE**

The principal office of this Corporation is 2225 Nursery Road, #15-203, Clearwater, Florida 33764-7617 and the mailing address is the same.

#### **ARTICLE 7 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Eli M. Kolp  
2225 Nursery Road, #15-203  
Clearwater, FL 33764-7617

#### **ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 9 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## **ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

## **ARTICLE 11 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

## **ARTICLE 12 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

## **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Eli M. Kolp, 2225 Nursery Road, #15-203, Clearwater, FL 33764-7617. The name and address of the registered agent of this Corporation is Eli M. Kolp, 2225 Nursery Road, #15-203, Clearwater, FL 33764-7617.

## **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the

Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE 16 - DISSOLUTION**

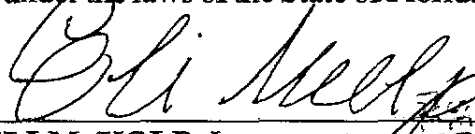
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local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

#### **ARTICLE 17 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of

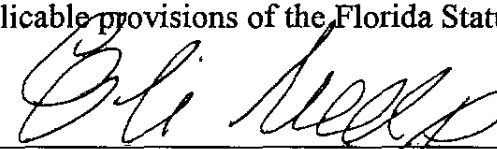
Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advance ment of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th of April, 2003.

  
ELI M. KOLP, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Eli M. Kolp, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
ELI M. KOLP, Registered Agent