

Law Office of
ANDREW M. SCHWARTZ, P.A.
A Professional Association

Suite 308
1701 West Hillsboro Boulevard
Deerfield Beach, Florida 33442

Ph (954) 574-0770
Fax (954) 574-0702

March 20, 2000

Division of Corporations
Department of State
19 East Gaines Street
Tallahassee, Florida 32399
(850) 488-9000

RECORDED 30616

7000003177627--4
-03/21/00--01065--005
*****78.75 *****78.75

Via Federal Express
Air Bill No.: 8183-9403-1450

Re: Incorporation of Vistagen, Inc.
Articles of Incorporation

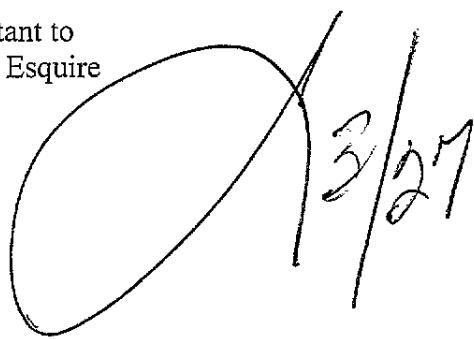
Dear Secretary of State:

Please find enclosed the original and one copy of the executed Articles of Incorporation with respect to the above-mentioned corporation. Please file the Articles of Incorporation and return the filed copy to my attention in the enclosed Federal Express envelope for an expedited return. I have enclosed a check in the amount of \$78.75 made payable to Department of State which represents your filing fees. If you have any questions regarding this matter, always feel free to contact me directly.

Very truly yours,



Nina Threlkeld, Assistant to
Andrew M. Schwartz, Esquire
AMS/nmt
cc: client
enclosure



FILED
00 MAR 21 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
VISTAGEN, INC.

FILED
00 MAR 21 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Vistagen, Inc.

The address of the principal office of this corporation shall be Post Office Box 6361, Fort Lauderdale, Florida 33310, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities for business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The registered Agent for the corporation shall be Andrew M. Schwartz, Esquire and the registered office shall be located at:

1701 West Hillsboro Boulevard
Suite 308
Deerfield Beach, Florida 33442

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **One** () Director, initially. The name and address of the initial member of the Board of Directors is:

Name/Title

Street address/City, State, Zip Code

Lisa Lokuta

**44 Culp Road
Chalfont, PA 18914**

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

Name/Title

Street address/City, State, Zip Code

**Lisa Lokuta
President, Vice President
Secretary and Treasurer**

**44 Culp Road
Chalfont, PA 18914**

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these articles of Incorporation is:

**Andrew M. Schwartz
1701 West Hillsboro Boulevard
Suite 308
Deerfield Beach, Florida 33442**

IN WITNESS WHEREOF, the undersigned agent of **Vistagen, Inc.**, has hereunto set his hand and seal of **Andrew M. Schwartz** on this 20th day of **March, 2000.**

VISTAGEN, INC.

By: _____

Its Agent, **Andrew M. Schwartz**

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

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

VISTAGEN, INC.

and agree to serve as its agent to accept service of process within this State at its Registered Office.



ANDREW M. SCHWARTZ, ESQUIRE

FILED
00 MAR 21 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA