

P01000038813
MICHAEL A. GVOZDICH

P.O. BOX 2179
JACKSONVILLE, FLORIDA 32203-2179

VIA CERTIFIED U.S. MAIL,
RETURN RECEIPT REQUESTED

April 10, 2001

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-04/16/01--01039--006
*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen/Ladies:

Enclosed, please find articles of incorporation for the following new corporation:

Brain Force, Inc.

Also enclosed, please find a check for \$78.75 for the appropriate filing fee.

Please return the certified copy to:

Michael A. Gvozdoch
P.O. Box 2179
Jacksonville, Florida 32203-2179

If you have any questions, please give me a call at (904) 634-6643.

Sincerely,

Michael A. Gvozdoch

Enclosures

FILED
2001 APR 13 PM 3:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/17/01

ARTICLES OF INCORPORATION
OF
BRAIN FORCE, INC.

FILED

2001 APR 13 PM 3:18

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1-NAME

The name of this Corporation is Brain Force, Inc.

ARTICLE II-NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III-CAPITAL STOCK

The authorized capital of the Corporation shall be 100,000 shares of the common stock at a par value of \$0.01 per share.

ARTICLE IV-TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office of this Corporation is 815 Chicopit Lane, Jacksonville, Florida, 32225 and the initial mailing address is P.O. Box 2179 Jacksonville, Florida 32203-2179. The board of directors may from time to time move the principal office and/or mailing address.

ARTICLE VII

This Corporation shall have one director initially. The directors are to be elected and the number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the stockholders but shall never have less than one nor more than seven.

ARTICLE VIII-INITIAL DIRECTORS

The name and street address of the member of the first board of directors is:

C. Warren Olanow
110 Polly Park Road
Rye, NY 10580

ARTICLE IX-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael A. Gvozdich
815 Chicopit Lane
Jacksonville, Florida 32225

ARTICLE X-SECTION 1244 STOCK

The board of directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI-INITIAL REGISTERED OFFICE AND AGENT

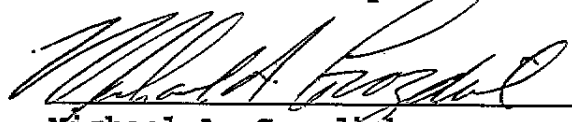
The street address of the initial registered office of this Corporation is 815 Chicopit Lane, Jacksonville, Florida 32225 and the initial registered agent of the Corporation is Michael A. Gvozdich.

ARTICLE XII-AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in a manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

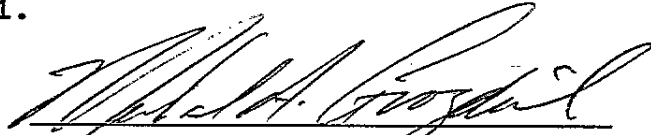
ARTICLE XIII-EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing these Articles of Incorporation with the Secretary of State.

 (SEAL)
Michael A. Gvozdich
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all duties and responsibilities of a registered agent for Brain Force Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.



Michael A. Gvozdoch
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA