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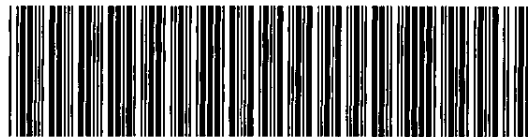
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APPROVED
AND
FILED
08 FEB 11 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 11 2008

COVER LETTER

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

SUBJECT: CERBERO DYNAMICS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

ADDITIONAL COPY REQUIRED	
<input type="checkbox"/> \$70.00	Filing Fee
<input type="checkbox"/> \$78.75	Filing Fee & Certificate of Status
<input checked="" type="checkbox"/> \$87.50	Filing Fee, Certified Copy & Certificate of Status

FROM: Edward Winters
Name (Printed or typed)
2110 Biscayne Blvd.
Address
AVENUE, FL 33180
City, State & Zip
305-933-8622
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
CEREBRO DYNAMICS, INC.

APPROVED
AND
FILED
08 FEB 11 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is: CEREBRO DYNAMICS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida including, but not limited to, invention and improvement of medical devices, medical equipment and medical services.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is one hundred (100) shares of common stock having no par value.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles. action of law.

ARTICLE V. REGISTERED AGENT and PRINCIPAL/REGISTERED OFFICE

The Registered Agent shall be:

FRED CHIKOVSKY
1720 Harrison Street, Suite 7-A
Hollywood, Florida 33020

The street address of the Principal/Registered Office of this corporation in the State of Florida shall be:

21110 Biscayne Boulevard
Suite 400
Aventura, Florida 33180

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name(s) of the initial director(s) of this corporation and their street addresses are:

EDWARD WIENER
21110 Biscayne Boulevard
Suite 400
Aventura, Florida 33180

The person(s) named as initial director(s) shall hold office for the first year of existence of this corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

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

EDWARD WIENER
21110 Biscayne Boulevard
Suite 400
Aventura, Florida 33180

ARTICLE IX. 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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE X. INITIAL OFFICERS

The name(s) of the initial officer(s) of this corporation and their street addresses are:

BRETT OSBORNE
21110 Biscayne Boulevard
Suite 400

President/Treasurer/Director

Aventura, Florida 33180

EDWARD WIENER
21110 Biscayne Boulevard
Suite 400
Aventura, Florida 33180

Vice-President/Secretary/Director


The person(s) named as initial officer(s) shall hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. INITIAL SHARES

The initial shares of this corporation shall be issued to the following individual(s) as follows:

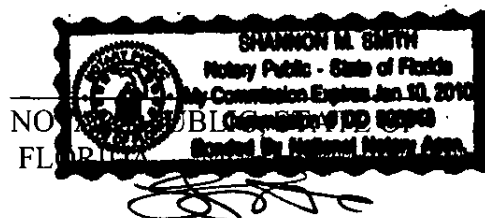
<u>NAME</u>	<u>NO. OF SHARES</u>
NETTIE WIENER 21110 Biscayne Boulevard Suite 400 Aventura, Florida 33180	50 Shares
BRETT OSBORNE 21110 Biscayne Boulevard Suite 400 Aventura, Florida 33180	50 Shares

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7 day of February, 2008.


EDWARD WIENER

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared, EDWARD WIENER, to me known to be the person described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on 7 day of February, 2008.



My Commission Expires: 01-10-10

DESIGNATION and ACCEPTANCE REGISTERED AGENT

In compliance with Section 48.091, Florida statutes, the following is submitted:

That CEREBRO DYNAMICS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 21110 Biscayne Boulevard, Suite 400, Aventura, State of Florida, has named FRED CHIKOVSKY, located at 1720 Harrison Street, Suite 7-A, Hollywood, County of Broward, State of Florida, as it's agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

BY 
FRED CHIKOVSKY
Registered Agent

DATE 2/6/08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED