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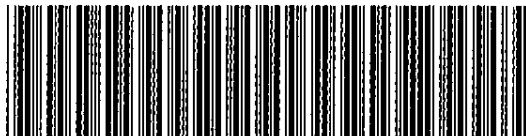
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2008 MAY -1 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 1 2008

JUDITH KENNEY & ASSOCIATES, P.A.

Law Offices

2001 Biscayne Blvd., Suite 3402 Miami, Florida 33137

Telephone (305) 572-1020 Facsimile (305) 572-1085

e-mail jkenney@jkpalaw.com

April 28, 2008

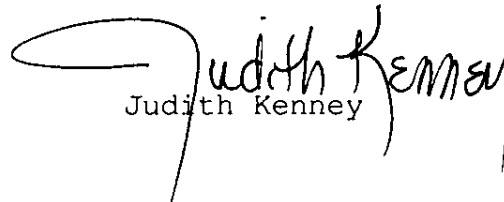
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Ladies and Gentlemen:

Enclosed please find two original
sets of the Articles of Incorporation of BRAIN ACHIEVEMENT, INC.
together with our check for the \$70 filing fee.

I have also enclosed a self-
addressed envelope for return of the file-stamped document.

Sincerely,


Judith Kenney

Enclosures

ARTICLES OF INCORPORATION
OF
BRAIN ACHIEVEMENT, INC.

FILED
2008 MAY -1 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BRAIN ACHIEVEMENT, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000,000 shares of common stock with a par value of \$.001 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney, Attorney
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

ARTICLE VI

The Corporation shall have five directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Irshan Chadray
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

Subair Chadray
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

Joe E. Smith
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

Judy Smith
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

Marilyn Oppenheimer
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

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

Judith Kenney
JUDITH KENNEY & ASSOCIATES, P.A.
2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

ARTICLE VIII

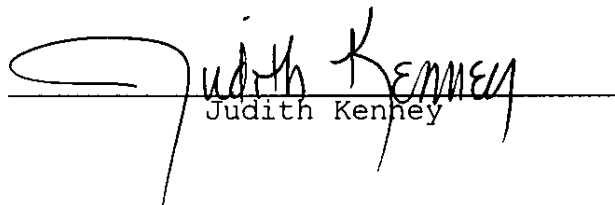
The mailing address of the Corporation's principal office shall be:

2001 Biscayne Boulevard, Suite 3402
Miami, Florida 33137

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

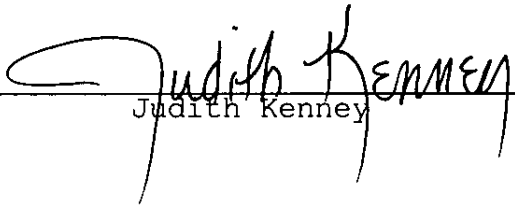
Executed at Miami, Florida this 25th day of April 2008.


Judith Kenney

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BRAIN ACHIEVEMENT, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this April 25, 2008.



Judith Kenney