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Shur S. Lee, M.D., Ph.D.

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FILED
1995 JUL 25 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 20, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(904)487-6052

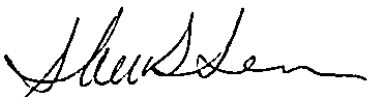
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*****70.00 *****70.00

To Whom It May Concern:

This is a initial submission of filing of a newly formed corporation. Enclosed please find the Articles of Incorporation, the Certificate of Designation of Registered Agent/Registered Office, and a certified check of \$70.00.

Because we are applying a small business research grant and the deadline is August 15, 1995, your expedite processing of the application is very much appreciated. Thank you very much.

Sincerely,


Shur S. Lee

Enclosures(3)

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**ARTICLES OF INCORPORATION
OF
NEUTECH SOFTWARE DEVELOPMENT, INC.**

Pursuant to Chapter 607 of Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

ARTICLE 1. The name of the corporation is NeuTech Software Development, Inc.

ARTICLE 2. The principle place of business and mailing address of this corporation is:
1055 S. Tamiami Tr. Suite 108, Sarasota, FL 34236

ARTICLE 3. The corporation is authorized to issue one class of stock, that being 30,000,000 shares with a par value of 0.0001 cent per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE 4. The name and address of the corporation's initial registered agent is:
Shur S. Lee 1055 S. Tamiami Tr. Suite 108, Sarasota, FL 34236

ARTICLE 5. The name and address of the incorporator of this corporation is:
Shur S. Lee 1055 S. Tamiami Tr. Suite 108, Sarasota, FL 34236

ARTICLE 6. The name of corporation's initial director is:
Shur S. Lee 1055 S. Tamiami Tr. Suite 108, Sarasota, FL 34236

ARTICLE 7. The Board of directors may repeal or amend the bylaws of the corporation and may adopt new additional bylaws, and the Articles of Incorporation shall be amended as provided in the Florida Business Corporation Act.

ARTICLE 8. No Directors shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

July 20, 1995
Date


Signature of Incorporator

Shur S. Lee
Name of Incorporator

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Chapter 607.0501 of Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

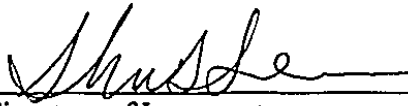
1. The name and address of the corporation's registered agent and registered office is

Name	Shur S. Lee
Street Address	1055 S. Tamiami Tr. Suite 108, Sarasota, FL 34236

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Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

July 20, 1995
Date


Signature of Incorporator

Shur S. Lee
Name of Incorporator