

P96000015974
ANDERSON & ORCUTT, P. A.
Attorneys and Counsellors at Law

STEVEN A. ANDERSON
SCOTT F. BARNETT
D. KENNETH BOATMAN JR.
BLAKE D. BRINGOLD
JUDITH ANNE CHONIN
THOMAS W. DANAHER
WILLIAM KENT HIRSH
CHARLES E. KIRO
CHRISTOPHER J. ORCUTT
FERNANDO PEREZ III
CHARLES C. RAMUS
FREDRICK T. REEVES
MARK O. RODRIGUEZ
ROBIN E. THOMP

February 15, 1996

BUNTHUNT FINANCIAL CENTRE
401 EAST JACKSON STREET, SUITE 4400
TAMPA, FLORIDA 33609
TELEPHONE (813) 499-7500
FACSIMILE (813) 499-7510

000001718280
-02/19/96--01070--012
****122.50 ****122.50

REPLY TO: THE LANDMARK CENTRE

D. FRANK WINKLER
(OF COUNSEL)

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Corporation : CEREBRAL TECHNOLOGIES, INC.

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced corporation.
2. A check in the amount of \$122.50 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned your Certificate of Incorporation and certified copy of the Articles of Incorporation.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

FEB 21 1996 BSR

Sincerely,


Scott F. Barnett

SFB:sfb
Enclosures
...\cerebral.inc\secstate.ltr

FILED
56 FEB 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CEREBRAL TECHNOLOGIES, INC.

FILED
96 FEB 19 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

CEREBRAL TECHNOLOGIES, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

Suite 200B
1111 North Westshore Boulevard
Tampa, Florida 33607

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office

of this Corporation is:

601A South Oregon Avenue
Tampa, Florida 33606

B. The name of the initial Registered Agent of this Corporation at such address is:

Scott F. Barnett

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director(s) of this Corporation are:

Michael Mullan, M.D., Ph.D.
17834 Grey Brooke Drive
Tampa, Florida 33647

Thomas Thomas, M.D.
3457 Shoreline Circle
Palm Harbor, Florida 34684

ARTICLE VIII - INCORPORATOR

A. The name of the person signing these Articles is:

Scott F. Barnett

B. The address of the person signing these Articles of Incorporation is:

601A South Oregon Avenue
Tampa, Florida 33606

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed

by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the

Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of February, 1996.

Scott F. Barnett
SCOTT F. BARNETT

STATE OF FLORIDA :
COUNTY OF HILLSBOROUGH :

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of February, 1996 by SCOTT F. BARNETT, who X is ~~personally~~ known to me or has produced as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]

Ann Kreiselman
Notary Public

Ann Kreiselman
(Printed Name of Notary)

My Commission Expires:


(Serial Number, if any)



OFFICIAL SEAL
ANN KREISELMAN
My Commission Expires
Jan. 2, 1997
Comm. No. CC 245400

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for CEREBRAL TECHNOLOGIES, INC. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.



SCOTT F. BARNETT

SFB:sfb
...\cerebral.inc\aa1start.inc

FILED
96 FEB 19 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA