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LETTER OF TRANSMITTAL

FILED

DATE 8-16-96 96 AUG 19 PM 3:55

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: BRAINCELL Technologies Inc., Inc.
(Name of Corporation)

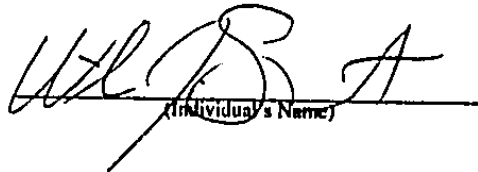
Gentlemen:

300001925803
-08/20/96--01019--007
****122.50 ****122.50

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


(Individual's Name)

BRAINCELL Technologies Inc.
(Name of Corporation)

PA/sho/sk

MAILING ADDRESS OF CORPORATION		
6701-46 Osteen Rd.		
New Port Richey, FL 34653		
PHONE		
(813)	848-1377	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

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BRAINCELL Technologies Inc.

(name of corporation)

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation: TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BRAINCELL Technologies Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

one million (1,000,000)

The corporation is authorized to issue _____ shares of common stock, par value \$.01 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
6701-46 Osteen Rd.			
CITY	New Port Richey	FLORIDA	ZIP 34653

Mailing address, if different

STREET ADDRESS			
SAME AS ABOVE			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	William J. Stewart		
ADDRESS	6701-46 Osteen Rd.		
CITY	New Port Richey	FLORIDA	ZIP 34653

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

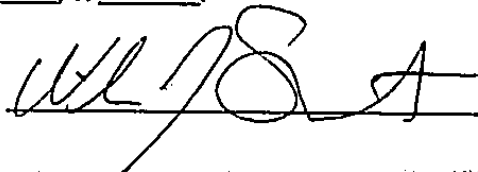
NAME	William J. Stewart		
ADDRESS	6701-46 Osteen Rd.		
CITY	New Port Richey	STATE	FL ZIP 34653
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	William J. Stewart		
ADDRESS	6701-46 Osteen Rd.		
CITY	New Port Richey	STATE	FL ZIP 34653
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this sixteenth (16) day of August, 1996.

 (Signature)

_____ (Signature)

_____ (Signature)

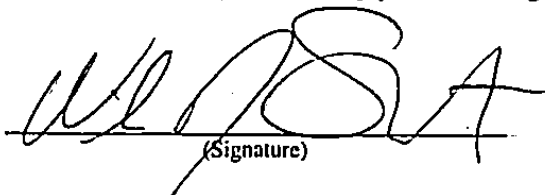
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRAINCELL Technologies Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its registered office
as indicated in the Articles of Incorporation
at 6701-46 Osteen Rd.
New Port Richey, FL. 34653
has named William J. Stewart
located at the nforesaid address, as its registered agent to accept service of process within this
state.

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby accept the appointment as regis-
tered 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 obligations of my position as registered agent.


(Signature)

August 16, 1996
(Date)