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CHRISTOPHER A. DETZEL
MASTER OF LAWS IN TAXATION

PLEASE REPLY TO:
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(407) 645-3486

January 27, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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-01/28/97-01152--003
***122.50 ***122.50

RE: Incorporation - Articles

Dear Sir:

Enclosed for filing are original of Articles of Incorporation for the following corporation:

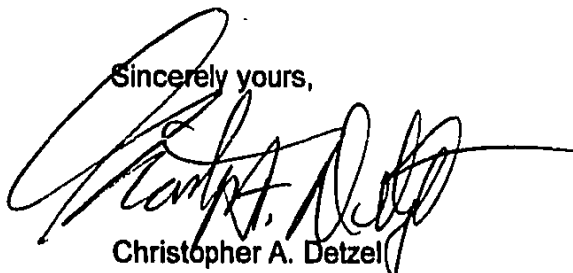
NEUROMOTOR COGNITIVE THERAPY, INC.

We are requesting you expedite processing and filing the enclosed articles in accordance with Section 607.0203 Fla. Stat. Please note, corporation existence commences on filing.

We enclose a duplicate original of the Articles for you to stamp and return along with the proper certificate for a certified copy of the Articles. We enclose our firm check # 2440 in the amount of \$122.50 for filing fees, certified copy and registered agent designation. Please return these documents in the self-addressed mail package.

If you have any questions, please contact us.

Sincerely yours,



Christopher A. Detzel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NEUROMOTOR COGNITIVE THERAPY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, natural persons competent to contract, hereby form a corporation for profit under the General Business Corporation Act and laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is NEUROMOTOR COGNITIVE THERAPY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be: 7457 E. Aloma Avenue, Suite 301, Winter Park, Florida 32789 with a mailing address of: P.O. Box 1393 Goldenrod, FL 32733-1393

ARTICLE III - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing these Articles.

ARTICLE IV - GENERAL PURPOSE AND BUSINESS

This Corporation is organized to conduct and may engage in any and all lawful business authorized or not prohibited under the laws of the United States and Chapter 607, Florida Statutes, as may be amended. This shall specifically include, but not be limited to:

A. To create, establish, market and sell a neuro-psychological treatment program known as "Neuromotor Cognitive Therapy", as an effective intervention in treatment of developmental disorders, including the following: Specific Learning Disability, Language

Disorders, Attention Deficit-Hyperactive Disorder, Attention Deficit Disorder, Developmental Disorders, Acquired Cognitive Disorders, Emotional Disorders and Conduct Disorders, exclusive of severe mental retardation syndromes.

B. To provide development and research for enhancing, modifying and improving such program and for developing additional therapy for treatment of persons with such disorders.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office and registered agent designated by the Corporation are: CHRISTOPHER A. DETZEL, ESQUIRE, 540 E. Horatio Avenue, Suite 202, Maitland, Florida 32751.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial number of Directors of this Corporation shall be four (4) directors. The number of Directors may be increased or diminished from time to time according to the Bylaws but shall never be less than one (1). The initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Kent T. Allen	7457 E. Aloma Avenue, Suite 301 Winter Park, Florida 32789
Richard J. Fixaris	7457 E. Aloma Avenue, Suite 301 Winter Park, Florida 32789
Joseph D. Morales	7457 E. Aloma Avenue, Suite 301 Winter Park, Florida 32789

Donald F. Lyman

7457 E. Aloma Avenue, Suite 301
Winter Park, Florida 32789

Directors may be removed from office as provided in the Bylaws.

ARTICLE VIII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors, as provided in the Bylaws.

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles is: Kent T. Allen and Joseph D. Morales, 7457 E. Aloma Avenue, Suite 301, Winter Park, FL 32789

ARTICLE X- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, this Corporation shall have the following powers:

A. To enter into, or become a partner or venturer in any arrangement for sharing profits, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

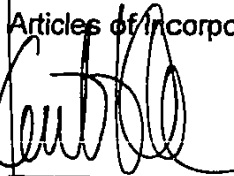
B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however that the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 20th day of January, 1997.

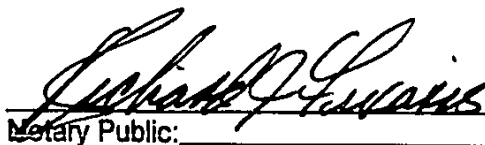


Kent T. Allen, Incorporator


Joseph D. Morales, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

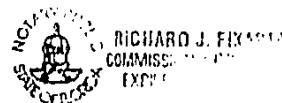
Before me personally appeared KENT T. ALLEN and JOSEPH D. MORALES, each of whom is personally known to me and did not take an oath and who executed the foregoing Articles of Incorporation and each acknowledged to me that he executed said instrument for the purposes therein expressed. Witnesseth my hand and official seal this 20 day of January, 1997.



Notary Public:

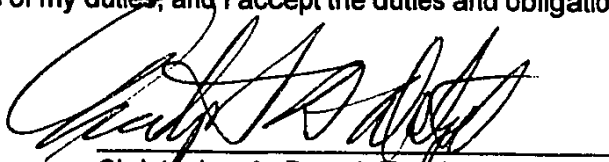
Commission No.:

My commission expires:




ACCEPTANCE BY REGISTERED AGENT

Having been named above as registered agent for the above referenced corporation, at the place designated in the Articles of Incorporation above, I hereby accept the appointment to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Fla. Stat.


Christopher A. Detzel, Esquire
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 1997 by CHRISTOPHER A. DETZEL, ESQUIRE who is personally known to me and who did not take an oath.


Notary Public:
Commission No.:
My commission expires:



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA