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MITCHELL A. FELDMAN
ATTORNEY AT LAW

LAW OFFICES OF
MITCHELL A. FELDMAN
A PROFESSIONAL ASSOCIATION

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Please Reply to Main Office

MAIN OFFICE
1031 IVES DAIRY ROAD, SUITE 228
MIAMI, FLORIDA 33179
TEL. 305-651-3756
FAX. 305-652-1855
DOWNTOWN MIAMI
46 SW FIRST STREET, THIRD FLOOR
MIAMI, FLORIDA 33130
TEL. 305-374-2130
FAX. 305-381-9457
TAMPA
P.O. BOX 872
TAMPA, FLORIDA 33601-0872

May 30, 1997

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

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-06/02/97--01108--003
*****75.00 *****75.00

RE: AMERICAN JOURNAL OF PSYCHOPHARMACOLOGY, INC.

Dear Sir/Madam:

Please find an original and one copy of the Articles of Incorporation and Registered Agent with our check of \$70.00 for filing the above captioned proposed corporation.

Thank you for your cooperation in this matter.

Sincerely,
The Law Offices of Mitchell A. Feldman, P.A.


Joy T. Taylor
Legal Assistant

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -2 PM 1:51

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**ARTICLES OF INCORPORATION
OF
AMERICAN JOURNAL OF PSYCHOPHARMACOLOGY, INC.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

97 JUN -2 PM 1:51

ARTICLE 1. NAME

The name of the corporation is: **AMERICAN JOURNAL OF
PSYCHOPHARMACOLOGY, INC.**

ARTICLE 2. DURATION

The corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE 3. PURPOSE

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4. CAPITAL STOCK

The corporation is authorized to issue One Million (1,000,000) of \$.01 par value shares which shall be designated as common shares. These shares can only be issued jointly by both of the two incorporators or their respective designees.

ARTICLE 5. REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office in the state of Florida is:

Initial Registered Agent: Samuel A. Feldman

Initial Registered Office: 2110 N. E. 206 Street, N. Miami Beach, Florida 33179

ARTICLE 6. MAILING ADDRESS

The corporation's principle office and mailing address is:
Principle Office: 2110 N. E. 206 Street, N. Miami Beach, Florida 33179
Mailing Address: 2110 N. E. 206 Street, N. Miami Beach, Florida 33179

ARTICLE 7. DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is Two. The number of Directors may be either increased or decrease from time to time by amendments to the Bylaws, but shall never be less than the number of the initial

Board of Directors. The names of the initial Directors are:

**Name: Matthew B. Nessetti
Address: 6031 S. 58th Street, Suite C2 Lincoln, Nebraska 68516**

**Name: Samuel A. Feldman
Address: 2110 NE 206 St., North Miami Beach, FL 33179**

ARTICLE 8. INCORPORATORS

The names and addresses of the incorporators executing these Articles of Incorporation are:

Incorporators:

**Name: Matthew B. Nessetti
Address: 6031 S. 58th Street, Suite C2 Lincoln, Nebraska 68516
and**

**Name: Samuel A. Feldman
Address: 2110 NE 206 St., North Miami Beach, FL 33179**

ARTICLE 9. BYLAWS

The initial directors shall submit proposed bylaws to other shareholders, if any, at a meeting to be held for that purpose following the issuance of the Certificate of Incorporation. The power to adopt, alter, amend or repeal the Bylaws shall be equally vested in the two incorporators and in any Board of Directors and Stockholders jointly appointed by the two incorporators.

ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 11. CORPORATE POWERS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE 12. CUMULATIVE VOTING

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 13. CONFERENCE TELEPHONE

The members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

The undersigned incorporators have executed these Articles of Incorporation this 13th day of May, 1997.



Incorporators

STATE OF NEBRASKA

SS:

COUNTY OF LANCASTER



On this the 13th day of May, 1997, before me the undersigned Notary Public of the State of ~~Florida~~ ^{Nebraska} personally appeared MATTHEW B. NESSETTI, who is personally known to me, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires: April 9, 2001

Notary Public, State of ~~Florida~~ Nebraska


Name of Notary _____

Commission No. _____

STATE OF FLORIDA

SS:

COUNTY OF DADE


incorporator 5-25-97

On this the 25 day of May, 1997, before me the undersigned Notary Public of the State of Florida personally appeared SAMUEL A. FELDMAN, who is personally known to me, whose name is subscribed to the foregoing Articles of Incorporation, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires: Dec 25, 1996

Notary Public, State of Florida

Name of Notary Joy T. Taylor

Commission No. CG 520694



JOY T TAYLOR
My Commission CG520694
Expires Dec. 25, 1996

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -2 PM 1:51

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: AMERICAN JOURNAL OF
PSYCHOPHARMACOLOGY, INC.

2. The name and address of the registered agent and office is:

Samuel A. Feldman
2110 NE 206 St., North Miami Beach, FL 33179

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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Samuel A. Feldman Date: 5-25-97
Registered Agent

STATE OF FLORIDA ss:
COUNTY OF DADE)

On this the 25 day of May, 1997, before me, the undersigned Notary Public of the State of Florida personally appeared SAMUEL A. FELDMAN, who is personally known to me, whose name is subscribed to the within instrument, and he acknowledged that he executed it as his free act and deed for the purposes therein expressed and did take an oath.

My commission expires: Dec. 25, 1999

Notary Public, State of Florida

Name of Notary Joy T. Taylor

Commission No. 00520699



JOY T TAYLOR
My Commission CC620894
Expires Dec. 25, 1999