



ACCOUNT NO. : 072100000032

REFERENCE : 754314 5315A

AUTHORIZATION

COST LIMIT : \$ 122.50

*Patricia Pizant*

ORDER DATE : March 25, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 754314-005

700002467747--1

CUSTOMER NO: 5315A

CUSTOMER: Mr. Keevin D. Williams  
TRENAM KEMKER SCHARF BARKIN  
FRYE O'NEILL & MULLIS, P.A.  
2700 Barnett Plaza  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: CORTEX INFORMATICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 1:04

RECEIVED  
98 MAR 25 AM 10:41  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 1:04

ARTICLES OF INCORPORATION

OF

CORTEX INFORMATICS, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Cortex Informatics, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

5315 Johns Road, Suite 201  
Tampa, Florida 33634

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 5315 Johns Road, Suite 201, Tampa, Florida 33634 and the initial registered agent of this corporation at such office shall be Jody Simon. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than two (2) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a [majority] of the directors present at a meeting at which a quorum is present shall be the act of the

directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until his successor has been duly elected and qualify. The names and street addresses of the initial director are:

<u>Name</u>	<u>Address</u>
Frank Dagostino	5313 Johns Road, Suite 201 Tampa, Florida 33634
Jody Simon	5313 Johns Road, Suite 201 Tampa, Florida 33634

## ARTICLE IX

### Incorporators

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

<u>Name</u>	<u>Address</u>
Frank Dagostino	5313 Johns Road, Suite 201 Tampa Harbor, Florida 33634
Jody Simon	5313 Johns Road, Suite 201 Tampa, Florida 33634

## ARTICLE X

### Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may

be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XII

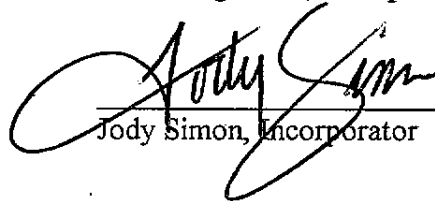
### Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.



Frank Dagostino, Incorporator



Jody Simon, Incorporator

CORTEX INFORMATICS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 25 PM 1:04

The undersigned, Jody Simon, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 16th day of March, 1998.

  
\_\_\_\_\_  
Jody Simon