

P98000069410

Kurt Uwe Specht, 1285 Gulf Boulevard, Suite 6, Englewood, FL 33423
(941) 475-3830

EFFECTIVE DATE
8-3-98

FILED
98 AUG -5 PM 1:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

July 21, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-08/05/98--01104--010
***\$122.50 ***\$122.50

Re: Incorporation of BrainTrain USA, Inc.

Dear Sir:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$122.50 for filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

Kurt Uwe Specht

By 

Enclosures

CB
8-10-98
4

EFFECTIVE DATE
8-3-98

**Articles of Incorporation
of
BrainTrain USA, Inc.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

BrainTrain USA, Inc.
2. Principal Office. The principal office of the Corporation is:

409 Manatee Ct., Suite 207
Venice, FL 34285
3. Mailing Address. The mailing address of the Corporation is:

22 Wilhelm-Staehle St.
Fellbach
D-70736 Germany
4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.
5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Fred N. Bohlen, Ph.D.
409 Manatee Ct., Suite 207
Venice, FL 34285

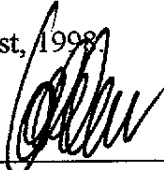
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the Incorporator of the Corporation is:

Fred N. Bohlen, Ph.D.
409 Manatee Ct., Suite 207
Venice, FL 34285

8. Effective Date. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Florida Department of State.

Dated this 3rd day of August, 1998.



Fred N. Bohlen, Ph.D.
Incorporator and Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Action of the Incorporator
of
BrainTrain USA, Inc.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Effective as of August 3, 1998, the undersigned Incorporator of BrainTrain USA, Inc., a Florida corporation (the "Corporation") has:

- (a) elected and appointed Fred N. Bohlen, Ph.D. as the first Director of the Corporation
- (b) assigned to Fred N. Bohlen, Ph.D. all of his interest in the Corporation as Incorporator of the Corporation and subscriber to its capital stock.



Fred N. Bohlen, Ph.D.

Incorporator and Registered Agent