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FILING COVER SHEET

REFERENCE:

0177.3862

DATE:

9-16-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Neuro Acquisition, Inc.

STATE FEES PREPAID WITH CHECK # 3203 FOR \$ 122.50

PLEASE FILE:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input checked="" type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- | | | |
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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
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Examiner's Initials

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-09/16/98-01058-014
****122.50 ****122.50

T SMITH SEP 16 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 16 PM 12:30
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

NEURO ACQUISITION, INC.

THE UNDERSIGNED incorporator, for purposes of forming a Florida corporation under the Florida Business Corporation Act (Florida Statutes, Chapter 607), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is: NEURO ACQUISITION, INC. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431; and the registered agent at that address is Peter H. Harris.
- FIFTH:** The name and address of the incorporator of the Corporation is: Peter H. Harris, 2255 Glades Road, Suite 416-A, Boca Raton, Florida 33431.
- SIXTH:** The Corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).
- SEVENTH:** The names and addresses of the initial directors who shall hold office until the earlier of their resignation, removal or replacement are:

DAVID PECK 2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

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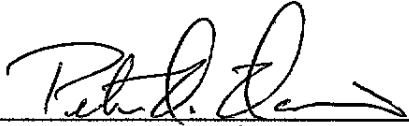
DARYL P. JOHNSON 2255 Glades Road
Suite 416-A
Boca Raton, Florida 33431

EIGHTH: The Corporation, through its officers and employees, shall be authorized to perform any activity permissible by law.

NINTH: The Corporation is intended to be a corporation within the meaning of the Florida Business Corporation Act (the "Act"), and accordingly, the Corporation and its officers, directors and shareholders, shall be subject to all of the provisions of said Act.

TENTH: The corporate existence of the Corporation shall commence on September 16th, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14th day of September, 1998.



Peter H. Harris, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


Peter H. Harris

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