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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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(850)561-1025

FAX #:

NAME: NEURONACTIVE, INC. AUDIT NUMBER.....H98000021565 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

NEURONACTIVE, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is NEURONACTIVE, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation shall be:

1110 Brickell Avenue, Suite 430
Miami, Florida 33131

The mailing address of the Corporation shall be:

260 NE 211th Street
Miami, Florida 33179

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William Gerstein
Law Office of William Gerstein
1300 North Federal Highway, Suite 203
Boca Raton, FL 33432
(561) 362-7744
FL Bar# 0061141

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ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Law Office of William Gerstein, 1300 North Federal Highway, Suite 203, Boca Raton, Florida 33432 and the initial registered agent for the Corporation at that address shall be William Gerstein.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Gerstein	1300 North Federal Highway, Suite 203 Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of November, 1998.



William Gerstein

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for NEURONACTIVE, INC. at the place designated in the Articles of Incorporation, 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.

DATE: November 16, 1998


William Gerstein

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TALLAHASSEE, FLORIDA