

P990000 12380

Nikhil S. Tiwari
3354 Landing Court
Palm Harbor, FL 34684
(727) 786-5709

December 18, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: PsyTech Systems, Inc.

900002717869--9
-12/21/98--01109--005
*****131.25 *****87.50

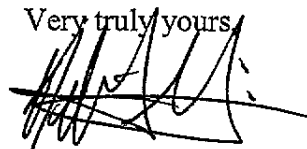
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation of PsyTech Systems, Inc. and a check for \$131.25, representing your filing fee, with Certified Copy and Certificate.

Please process and return the requested filed articles and copies. Should you require anything additional or have any questions, do not hesitate to contact me at (727) 786-5709.

Thank you for your assistance and consideration.

Very truly yours,


Nikhil S. Tiwari

FILED
99 FEB -8 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See Enclosure.

B. BROCK FEB 9 1999
W98 28854
00611

February 4, 1999

Division of Corporations
PO Box 6327
Tallahassee, FL 32314


Nikhil S. Tiwari
3354 Landing Court
Palm Harbor, FL 34684

Re: PSYTECH SYSTEMS, INC
Ref. Number: W98000028854
Letter Number: 498A00060501

Attn: Barbara Brock, Document Specialist

This letter is to acknowledge that the registered agent (as per the proposed incorporation of PSYTECH SYSTEMS, INC.) has signed accepting the designation. Enclosed please find the original and one copy of the corrected document along with your letter noting the problem.

Sincerely,

A handwritten signature in black ink, appearing to be 'N. Tiwari', written over a horizontal line.

Nikhil S. Tiwari



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

NIKHIL S. TIWARI
3354 LANDING COURT
PALM HARBOR, FL 34684

SUBJECT: PSYTECH SYSTEMS, INC.
Ref. Number: W98000028854

We have received your document for PSYTECH SYSTEMS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 498A00060501

Articles of Incorporation

of

PsyTech Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is PsyTech Systems, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is Attn: Subhash R. Tiwari, MD, 4620 Professional Loop, New Port Richey, Florida 34652.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2200 Winter Springs Boulevard., Suite 106, Oviedo, Florida, 32765-9344. The name of the registered agent at such address is Rana Tiwari.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 16th day of December, 1998.



ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Rana Tiwari	2200 Winter Springs Boulevard, Suite 106 Oviedo, Florida 32765-9344

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

Rana. Tiwari

STATE OF FLORIDA)

) SS.

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 16th day of December, 1998, by Rana Tiwari. She is personally known to me or has produced _____ as identification and did (did not) take an oath.

(NOTARY SEAL)



Anne B. Skaggs
MY COMMISSION # CC669525 EXPIRES
August 21, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Anne B. Skaggs
(Notary Signature)

ANNE B. SKAGGS
(Notary Name Printed)
NOTARY PUBLIC
Commission No. CC669525

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05/24/94.mlw

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

Rana Liwan

DATED: 1/28/99

FILED
99 FEB -8 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA