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**GARDNER, TEPPER & KOLLER**

A Partnership of Professional Associations

Robert M. Gardner, P.A.

Scott C. Tepper, P.A.

Michael P. Koller, P.A.

Frank J. Tepper  
Of Counsel

TRANSMITTAL LETTER

April 12, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002857958--1

-04/30/99--01048--020

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Corporate Formation  
NeuroAct, Inc..

Dear Sir or Maam:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for:

\_\_\_\_\_ \$70.00  
Filing Fee

\_\_\_\_\_ \$78.75  
Filing Fee  
& Certificate

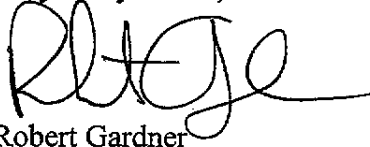
✓ \_\_\_\_\_ \$78.75  
Filing Fee  
& Certified Copy

\_\_\_\_\_ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

Please provide the original and one copy of the articles to my attention at the address below.  
Thank you for your assistance.

Very Truly Yours,

  
Robert Gardner

209 South Halifax Avenue, Daytona Beach, Florida 32118  
Volusia Telephone: (904) 258-5995 Facsimile: (904) 258-9965

FILED  
99 APR 30 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 5 1999

**ARTICLES OF INCORPORATION  
OF**

**NeuroAct, Inc.**

In compliance with the requirements of F.S. Chapter 607, 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 shall be: **NeuroAct, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**211 East International Speedway Boulevard  
Daytona Beach, FL 32118**

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TALLAHASSEE, FLORIDA

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is **ten thousand (10,000)** shares, all of which shall be Common Shares. All Common Shares 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 INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Robert M. Gardner  
209 South Halifax Avenue  
Daytona Beach, FL 32118

## ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Robert M. Gardner**  
**209 South Halifax Avenue, Daytona Beach, FL 32118**

## ARTICLE VI INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this 27th day of April 1999.

  
\_\_\_\_\_  
Robert M. Gardner, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

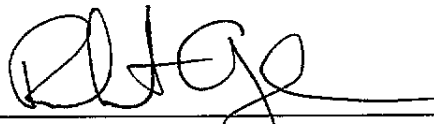
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **NeuroAct, Inc.**
2. The name and address of the registered agent and office is:

Robert M. Gardner  
Gardner, Tepper & Koller  
209 South Halifax Avenue  
Daytona Beach, FL 32118

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature: \_\_\_\_\_

  
Robert M. Gardner, Incorporator

Date: 27 Apr 99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: \_\_\_\_\_

  
Robert M. Gardner

Date: 27 Apr 99