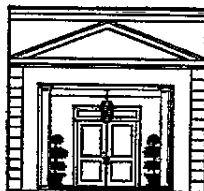


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SHARIT, BUNN, CHILTON  
HOLDEN & STAMBAUGH, P.A.

R. SCOTT BUNN\* \*\*  
CHARLES R. CHILTON  
M. LANCE HOLDEN  
ROBERT J. STAMBAUGH  
KELLY R. BUTZ

ATTORNEYS



May 7, 2001

99 SIXTH STREET, S.W.  
WINTER HAVEN, FLORIDA 33880-7900  
TELEPHONE (863) 299-6699  
FAX (863) 293-5000

Reply To:  
P.O. BOX 9498  
WINTER HAVEN, FL 33883-9498

\*Board Certified Civil Trial Lawyer  
\*Board Certified Business Litigation Lawyer  
By The Florida Bar  
\*\*Admitted In Florida And Colorado

Honorable Katherine Harris  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/09/01--01048--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: **Electronic Second Opinion, Inc.**

Dear Honorable Harris:

Enclosed herewith for filing are Articles of Incorporation and Resident Agent form for the above-captioned corporation. A copy of the Articles is also enclosed to be certified and returned to this office at your earliest convenience.

Our firm check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Resident Agent Form	<u>35.00</u>
Total.....	\$ 78.75

Thank you for your kind cooperation in this regard.

Very truly yours,

CHARLES R. CHILTON

CRC/pas  
Enclosures

01 MAY -9 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

T. Burch MAY 15 2001

**ARTICLES OF INCORPORATION  
OF  
ELECTRONIC SECOND OPINION, INC.**

**FILED**  
**01 MAY -9 PM 12:56**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **ELECTRONIC SECOND OPINION, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 2730 Isabella Blvd. Jacksonville Beach, FL 32250.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation will have one class of stock and is authorized to have outstanding 10,000 shares (with a par value of \$1.00 per share) at any one time. The one class of stock has unlimited voting rights and, upon dissolution, is entitled to receive the net assets of the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2730 Isabella Blvd. Jacksonville Beach, FL 32250, and the name of the initial registered agent of this corporation at that address is Robert G. Davies.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation, which shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the Directors are:

Robert G. Davies  
2730 Isabella Blvd.  
Jacksonville Beach, FL 32250

## **ARTICLE VII - INCORPORATOR**

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

Robert G. Davies  
2730 Isabella Blvd.  
Jacksonville Beach, FL 32250

The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 day of May, 2001.


  
ROBERT G. DAVIES

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing was acknowledged before me by ROBERT G. DAVIES, who is personally known to me, or who produced \_\_\_\_\_, as identification, this 7<sup>th</sup> day of May, 2001.



Patricia A Sorenson  
My Commission CC873089  
Expires November 6, 2003

  
NOTARY PUBLIC-STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

01 MAY -9 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In accordance with Chapter 607.0505, Florida Statutes, the following is submitted in compliance with said Act:

ELECTRONIC SECOND OPINION, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Jacksonville Beach, County of Duval, and State of Florida, has named ROBERT G. DAVIES, 2730 Isabella Blvd., Jacksonville Beach, Duval County, FL 32250, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: May 7, 2001.



ROBERT G. DAVIES