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TALLAHASSEE, FLORIDA

JOHN P. FLANAGAN, JR.

ATTORNEY AT LAW

710 OAKFIELD DRIVE, SUITE 101
BRANDON, FLORIDA 33511

TELEPHONE (813) 681-5587
FACSIMILE (813) 685-7159

August 13, 2003

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

Re: Articles of Incorporation for First Thought Medical, Inc.

Gentlemen,

Enclosed, please find Articles of Incorporation of First Thought Medical, Inc. for filing with your office. Also enclosed, please find my check payable to the Florida Department of State in the sum of $70.00 to cover the filing fee for the Articles of Incorporation.

It would be greatly appreciated if you would file the articles and advise me at your earliest convenience as to date of filing and the Charter number assigned to the corporation. Should you have any questions regarding this matter, please feel free to contact me.

Sincerely,

John P. Flanagan, Jr.

JPF

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST THOUGHT MEDICAL, INC.

Article I - Name

The name of this corporation is FIRST THOUGHT MEDICAL, INC.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of $1.00 par value common stock.

Article V - Corporation's Principal Office

The principal office of the corporation shall be 2415 Camden Oaks Place, Valrico, FL 33594. The mailing address of the corporation is 2415 Camden Oaks Place, Valrico, FL 33594.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2415 Camden Oaks Place, Valrico, FL 33594 and the name of the initial registered agent of this corporation at that address is John Michael Bunkley.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

John Michael Bunkley
2415 Camden Oaks Place
Valrico, FL 33594

Article VIII - Incorporators

The name and address of the person signing these articles is:

John Michael Bunkley
2415 Camden Oaks Place
Valrico, FL 33594

Article IX - Effective Date

These Articles of Incorporation shall be effective the 13th day of August, 2003.

Article X - Management

The business and affairs of the Corporation shall be managed by the shareholders of the Corporation and the Board of Directors.

Article XI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XII - Preemptive Rights

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or note exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

Article XIII - Cumulative Voting Rights

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

Article XIV - Stockholders' Meeting

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66 2/3% of all shares issued and outstanding.

(1) Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

The affirmative vote of 66 2/3% of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

Article XV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13TH day of AUGUST, 2003.

JOHN MICHAEL BUNKLEY
Incorporator

JOHN MICHAEL BUNKLEY
Registered Agent

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, JOHN MICHAEL BUNKLEY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation as incorporator and registered agent, and she acknowledged before me that she executed these Articles of Incorporation and provided Florida Drivers License as proof of identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of August, 2003.

NICOLE B. CARPENTER
MY COMMISSION # DD 075325
EXPIRES: November 29, 2005
Bonded Thru Notary Public Underwriters

Nicole B. Carpenter
Notary Public
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THIS IS TO CERTIFY that I, JOHN MICHAEL BUNKLEY, does hereby accept the designation as Registered Agent for FIRST THOUGHT MEDICAL, INC. Further, that the registered office of FIRST THOUGHT MEDICAL, INC., shall be maintained at 2415 Camden Oaks Place, Valrico, FL 33594.

As Registered Agent for
FIRST THOUGHT MEDICAL, INC.

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