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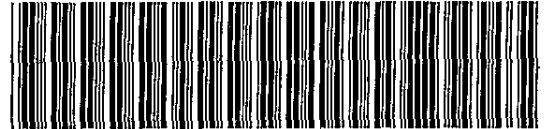
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[Handwritten signature]

MCDANIEL & BALL, P.A.
ATTORNEYS AT LAW
1444 FIRST STREET
SARASOTA, FLORIDA 34236
(941) 952-1500
FAX (941) 953-5736

ROBERT S. MCDANIEL, JR.
CHARLES H. BALL

October 24, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Articles of Incorporation of 2ND Opinion, Inc.
Our File #: 03-0755

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for 2ND Opinion, Inc. Along with my firm's check number 3862 in the amount of \$78.75. Please forward the original Certificate of Incorporation in the self-addressed and stamped envelope provided.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact me.

Sincerely yours,

MCDANIEL & BALL, P.A.


Charles H. Ball

CHB: kmd

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
2ND OPINION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be 2ND OPINION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 1938 ADAMS LANE, SUITE 103, SARASOTA, FLORIDA 34236. The mailing address for this business of this corporation shall be Post Office Box 2537, Sarasota, Florida 34230.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

SCOTT B. WILLIAMS	1938 ADAMS LANE
	SUITE 103
	SARASOTA, FLORIDA 34236

ARTICLE VII INCORPORATOR

The names and street addresses of the incorporators to these Articles of Incorporation are:

SCOTT B. WILLIAMS	1938 ADAMS LANE
	SUITE 103
	SARASOTA, FLORIDA 34236
JANIS S. BULLARD	4050 Bay Shore Road
	Sarasota, Florida 34234

ARTICLE VIII DIRECTOR

There shall be two directors of the corporation. The names and addresses of the directors are:

SCOTT B. WILLIAMS	1938 ADAMS LANE SUITE 103 SARASOTA, FLORIDA 34236
JANIS S. BULLARD	4050 Bay Shore Road Sarasota, Florida 34234

ARTICLE IX SUBSCRIBER

The names and Addresses of each person signing these Articles of Incorporation as subscribers are as follows:

SCOTT B. WILLIAMS	1938 ADAMS LANE SUITE 103 SARASOTA, FLORIDA 34236
JANIS S. BULLARD	4050 Bay Shore Road Sarasota, Florida 34234

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be

made.



SCOTT B. WILLIAMS

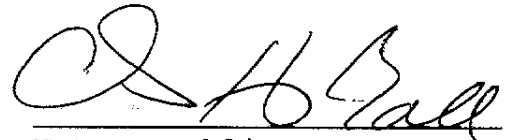


JANIS S. BULLARD

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the _
day of October, 2003, by SCOTT B. WILLIAMS AND JANIS S. BULLARD,
who are personally known to me or who have produced _____
as identification.



Notary Public

My Commission Expires:




Charles H. Ball
MY COMMISSION # CC961190 EXPIRES
October 18, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that 2ND OPINION, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1938 ADAMS LANE, SUITE 103, SARASOTA, FLORIDA 34236, has named SCOTT B. WILLIAMS, located 1938 ADAMS LANE, SUITE 103, SARASOTA, FLORIDA 34236, as its agent to accept service of process within Florida.

Dated: 10/24/03


SCOTT B. WILLIAMS, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


SCOTT B. WILLIAMS, Registered Agent

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