

P95000008535

2399 Sun Valley Circle  
Winter Park, FL 32792

January 17, 1995

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

100001384691  
-01/19/95--01087--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs,

I am enclosing Articles of Incorporation for Second Opinion Automotive Diagnostics, Inc., together with a check for \$122.50 for the required fees. Please mail an official certificate of incorporation to my address, as above.

Very truly yours,

*Harrell E. Corley*  
Harrell E. Corley

FILED  
95 FEB -1 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DMC*  
*2/1/95*

~~W95 184~~  
~~631,706~~  
KAN 1-23



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1995

HARRELL E. CORLEY  
2399 SUN VALLEY CIRCLE  
WINTER PARK, FL 32792

SUBJECT: SECOND OPINION AUTOMOTIVE DIAGNOSTICS, INC.  
Ref. Number: W95000001584

We have received your document for SECOND OPINION AUTOMOTIVE DIAGNOSTICS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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 (904) 487-6915.

Kevin Nickens  
Document Specialist

Letter Number: 695A00002740

*CORRECTED - WITH APOLOGIES  
FOR THE ERROR  
HAL CORLEY  
(SEE ARTICLE I)*

**ARTICLES OF INCORPORATION  
FOR  
Second Opinion Automotive Diagnostics, Inc.**

**FILED**  
95 FEB -1 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation shall be Second Opinion Automotive Diagnostics, Inc. The initial address and initial place of business shall be at 2399 SunValley Circle, Winter Park, FL 32792.

**ARTICLE II**

The commencement of corporate existence shall be the date of filing these Articles of Incorporation by the Department of State in the State of Florida. The duration shall be perpetual until dissolved by the Board of Directors or by the State of Florida.

**ARTICLE III**

The purpose for which this corporation is organized is the transaction of any lawful business for which any corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV**

The authorized capital stock of this corporation shall consist initially of 100,000 shares (one hundred thousand) of common stock, each having no par value. The Board of Directors shall be empowered to issue additional shares and/or classes of shares as they may deem appropriate and necessary.

**ARTICLE V**

The incorporator of this corporation is solely Harrell E. Corley whose address is: 2399 Sun Valley Circle, Winter Park, FL 32792

**ARTICLE VI**

The initial registered agent of the corporation shall be Kevin D. Rohe whose address is 470 West Central Parkway, Suite 1005, Altamonte Springs, FL 32714. Acceptance of this same designation is given by separate signature within this document.

**ARTICLE VII**

The initial board of Directors shall consist solely of Harrell F Corley whose address is as above.

Articles of Incorporation  
Second Opinion Automotive Diagnostics, Inc.  
Page 2 of 4

ARTICLE VIII

The Board of Directors, as appointed from time to time, shall have the right to specify restrictions on the sale, transfer or other disposition of certificates of stock. Notice of any such restrictions shall be placed conspicuously as an endorsement on any and all such certificates of stock issued.

ARTICLE IX

Certificates of stock may be issued and paid for at such time as the Board of Directors may decide. All payments may be made in cash or real or personal property, leases, services, options to purchase, or any other thing or right of value. All certificates of stock so issued shall become fully paid as of the date of issue.

ARTICLE X

The judgement of the Board of Directors, honestly exercised, shall determine the value of any real or personal property, leases, services, options to purchase, or any other thing or right of value acquired in exchange for certificates of stock. This judgement of the Board of Directors shall be conclusive.

ARTICLE XI

The private property and personal assets of any and all directors, officers, employees, shareholders and all other individuals within the corporation shall be for ever exempt from any and all liability incurred by or on behalf of the corporation and for the debts and/or obligations of the corporation.

ARTICLE XII

This corporation shall indemnify its directors, officers, employees, shareholders and all other individuals within the corporation to the fullest extent permitted by the then prevailing laws of the State of Florida.

ARTICLE XIII

The Board of Directors of the corporation shall be vested with all power for operation and management thereof and shall create all senior management positions and appoint all officers to such positions. The Board shall determine delegation of these powers and any changes in said delegation, and shall so indicate in writing.

Articles of Incorporation  
Second Opinion Automotive Diagnostics, Inc.  
Page 3 of 4

ARTICLE XIV

The Board of Directors shall have the power to adopt By Laws and to change same at any time, together with all other corporate procedures, specifications or documents. Such actions shall be indicated in writing.

ARTICLE XV

The Board of Directors shall have the power to enter into banking relationships or other business relationships which, at its discretion, it finds necessary for conduct of business.

ARTICLE XVI

All actions of the present or any future Board of Directors shall be subject to a vote of approval based on one vote per member of the Board and shall require acceptance by a majority of the members thereof.

ARTICLE XVII

Any controversy, dispute or deadlock regarding the actions of the present or any future Board of Directors in exercising its authority herein defined shall be resolved by the vote of the members thereof, under the provisions of Article XVI. Such determinations shall be binding on all members of the Board of Directors and on all other parties.

ARTICLE XVIII

The signatures of the initial incorporator and the initial registered agent are appended hereto and duly notarized by a Notary Public for the State of Florida.

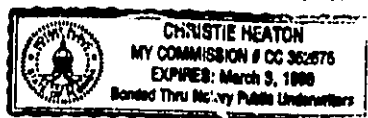
Articles of Incorporation  
Second Opinion Automotive Diagnostics, Inc.  
Page 4 of 4

IN WITNESS HEREOF: the incorporator hereby designated has signed these Articles of Incorporation this 17th day of JANUARY, 1995,

Harrell E. Corley  
Harrell E. Corley, of 2399 Sun Valley Circle  
Winter Park, FL 32792

STATE OF FLORIDA  
COUNTY OF Orange

Before me, the undersigned Notary Public in and for the said County in the State of Florida, on this day personally appeared Harrell E. Corley, known to me to be the person whose name is subscribed above.



Christie Heaton  
Notary Public  
My Commission Expires: 3-3-98

IN ACCEPTANCE of designation as Registered Agent for this corporation, the said person has signed these Articles of Incorporation this 17th day of January, 1995,

Kevin D. Rohe  
Kevin D. Rohe, of 470 West Central Parkway  
Suite 1005, Altamonte Springs, FL 32714

STATE OF FLORIDA  
COUNTY OF Orange

Before me, the undersigned Notary Public in and for the said County in the State of Florida, on this day personally appeared Kevin D. Rohe known to me to be the person whose name is subscribed above.



Christie Heaton  
Notary Public  
My Commission Expires: 3-3-98