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BOARD CERTIFIED  
CIVIL TRIAL LAWYER

April 24, 1996

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-04726/96---01074---008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Verify, Inc.

Dear Sir or Madam:

We enclose the following items:

- (1) Original and one copy of Articles of Incorporation for the referenced corporation;
- (2) Our check payable to your office in the amount of \$122.50 for a filing fee and return of a certified copy of the Articles of Incorporation to this office.

Please file the original articles.

Thank you for your cooperation.

Very truly yours,

  
JERE' M. FISHBACK, Esquire

BSB

JMF/cc  
Enclosures

cc: Verify, Inc.

MAY 1 1996

FILED  
96 APR 26 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VERIFY, INC.**

**FILED**  
96 APR 26 AM 11:46  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is **VERIFY, INC.**

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of validating the credentials obtained by Florida healthcare professionals and for all other lawful purposes.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this corporation is 7650 Bayshore Drive, Suite 802, Treasure Island, FL

33706 and the name of the initial registered agent of this corporation at that address is James E. Hartfield.

**ARTICLE VII. INITIAL PRINCIPAL OFFICE & MAILING ADDRESS**

The initial principal office and mailing address of this corporation is 7650 Bayshore Drive, Suite 802, Treasure Island, FL 33706.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two 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. The name and address of initial director of this corporation is:

James E. Hartfield  
7650 Bayshore Drive, Suite 802  
Treasure Island, FL 33706

Eugene M. Bundrock  
7650 Bayshore Drive, Suite 802  
Treasure Island, FL 33706

**ARTICLE IX. INCORPORATOR**

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

James E. Hartfield  
7650 Bayshore Drive, Suite 802  
Treasure Island, FL 33706

**ARTICLE X. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI. RESTRICTIONS ON STOCK TRANSFER**

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this

corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**ARTICLE XIII. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV. AMENDMENT**

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

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on April 16, 1996.

  
\_\_\_\_\_  
JAMES E. HARTFIELD

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PINELLAS    )

BEFORE ME personally appeared JAMES E. HARTFIELD to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before

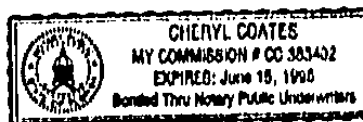
me that he executed said instrument for the purposes therein expressed and who is personally known or produced \_\_\_\_\_ as identification.

April WITNESS my hand and official seal this 16<sup>th</sup> day of \_\_\_\_\_, 1996.

Cheryl Coates

NOTARY PUBLIC, State of Florida

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

I HEREBY ACKNOWLEDGE that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

James E. Hartfield  
JAMES E. HARTFIELD

April SWORN TO and SUBSCRIBED before me this 16<sup>th</sup> day of \_\_\_\_\_, 1996.

Cheryl Coates

NOTARY PUBLIC, State of Florida

My Commission Expires:



Personally Known X  
Produced I.D. \_\_\_\_\_/Form of I.D. \_\_\_\_\_