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Suite 100  
Tampa, Florida 33609

FILED

97 OCT 10 PM 2:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Telephone (813)879-1234  
Facsimile (813)871-3616

Richard B. Feinberg  
Malka Isaak  
Zlona Kopelovich  
Patrick R. Smith  
Charles T. Stohlman  
Jay M. Weller

EFFECTIVE DATE  
10-9-97

October 9, 1997

300002317419--7  
-10/10/97--01068--007  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Second Opinion for Managed Care Patients, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 for the filing fee for those Articles. Please process that document at your earliest convenience and return a certified copy to the above address.

Thank you in advance for your cooperation. If you have any questions, do not hesitate to contact the undersigned.

Very truly yours,

  
Malka Isaak

GDK

Enclosure

P. Hall OCT 10 1997

**ARTICLES OF INCORPORATION  
OF  
SECOND OPINION FOR MANAGED CARE PATIENTS, INC.**

**FILED**  
97 OCT 10 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator for the purpose of forming a corporation under Chapter 607 Florida Statutes, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

**EFFECTIVE DATE**

10-9-97

The name of this corporation is SECOND OPINION FOR MANAGED CARE PATIENTS, INC. The business mailing address of the corporation is 324 North Dale Mabry Highway, Suite 100, Tampa, Florida 33609.

**ARTICLE II - DURATION**

The duration of the corporation is perpetual.

**ARTICLE III - COMMENCEMENT OF EXISTENCE**

The corporation shall commence its existence at the time that the Articles of Incorporation are subscribed to and acknowledged.

**ARTICLE IV - SHARES OF STOCK**

The aggregate number of shares which the corporation is authorized to issue is 1,000,000. Such shares shall be of a single class and shall have a par value of \$.01 per share.

**ARTICLE V - PURPOSE**

This corporation is organized for the purpose of transacting any business that a corporation may engage in under the laws of the State of Florida.

**ARTICLE VI - INITIAL SUBSCRIBER**

The initial subscriber to these Articles of Incorporation is Malka Isaak, whose address is 324 North Dale Mabry Highway, Suite 100, Tampa, Florida 33609.

**ARTICLE VII - OFFICERS AND DIRECTORS**

Officers and Directors shall be duly elected by the Bylaws of the Corporation and shall serve until the next election or their resignation. The officers and directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one. The initial officers and directors of the corporation shall be:

Joseph Kopelovich - President

Malka Isaak - Secretary/Treasurer

**ARTICLE VIII - BYLAWS**

The Bylaws of the Corporation shall be made by the Initial Subscriber. The Bylaws shall be adopted and may be amended in accordance with the procedure set forth in the Bylaws.

**ARTICLE IX - AMENDMENTS**


The Articles of Incorporation of the Corporation may be amended by resolution of the Board of Directors, approved by the members of the Corporation, as provided in the Bylaws of the Corporation.

**ARTICLE X - RESIDENT OFFICE AND REGISTERED AGENT**

The Resident Office and the Registered Agent of the Corporation shall be:

Malka Isaak  
324 North Dale Mabry Highway  
Suite 100  
Tampa, Florida 33609

The undersigned subscriber has executed these Articles of Incorporation this 9th day of October, 1997.

  
MALKA ISAAK

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

FILED

97 OCT 10 PM 2:09

The foregoing instrument was acknowledged before me this 10th day of October, 1997 by MALKA ISAAK, the foregoing Subscriber, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT



GAIL D KOCEMBA  
My Commission CC331218  
Expires Nov. 18, 1997  
Bonded by HAI  
800-422-1555


Having been named to accept service of process for SECOND OPINION FOR MANAGED CARE PATIENTS, INC., at the place designated in the Articles of Incorporation, I, MALKA ISAAK, hereby agree to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping such office open.

  
MALKA ISAAK

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of October, 1997 by MALKA ISAAK, Registered Agent, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

  
My Commission Expires:



GAIL D KOCEMBA  
My Commission CC331218  
Expires Nov. 18, 1997  
Bonded by HAI  
800-422-1555

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