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March 30, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -2 PM 1:36

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

Re: Insurance Second Opinion, Inc.

Gentlemen:

Enclosed herein please find the original and one copy of the Articles of Incorporation, together with my check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

  
Paul Kwitney, attorney for  
Insurance Second Opinion, Inc.  
721 - 86th Street  
Miami Beach, Florida 33141  
(305) 865-0158

PK:lmd  
Encl.

cc: Mr. Dave Goodwin

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H/3

**ARTICLES OF INCORPORATION**

of

**INSURANCE SECOND OPINION, INC.**

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

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**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

**INSURANCE SECOND OPINION, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
721 - 86th Street.		
CITY	Miami Beach,	FLORIDA
		ZIP 33141

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Dave Goodwin	
ADDRESS	721 - 86th Street	
CITY	Miami Beach,	FLORIDA
		ZIP 33141

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

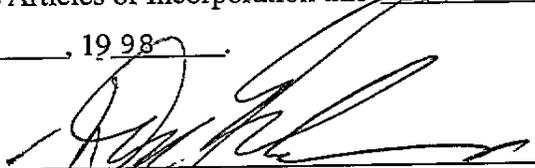
NAME	Dave Goodwin		
ADDRESS	721 - 86th Street		
CITY	Miami Beach,	STATE	Florida ZIP 33141
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

**ARTICLE VIII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Dave Goodwin		
ADDRESS	721 - 86th Street		
CITY	Miami Beach,	STATE	Florida ZIP 33141
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

The undersigned incorporator(s) have executed these Articles of Incorporation this 25th day of March, 1998.

  
 \_\_\_\_\_ (Signature)  
 DAVE GOODWIN

\_\_\_\_\_ (Signature)

\_\_\_\_\_ (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

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DIVISION OF CORPORATIONS  
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INSURANCE SECOND OPINION, INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

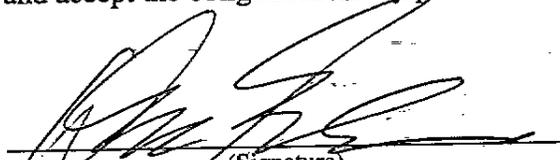
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 721 - 86th Street  
Miami Beach, Florida 33141

has named Dave Goodwin

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
DAVE GOODWIN (Signature)

March 25, 1998  
(Date)