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LUTZ, WEBB, BOBO,
TELEAIR, LUMPKIN & HASKINS, P. A.
LAWYERS

ONE SARASOTA TOWER
TWO NORTH TAMiami TRAIL
FIFTH FLOOR

SARASOTA, FLORIDA 34236

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JODY B. GABEL
MARK A. HASKINS
DOUGLAS B. LUMPKIN

SUSAN W. LURVEY
H. ROGER LUTZ
CHARLES W. TELFAIR, IV
RICHARD S. WEBB, IV

April 22, 1998

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002497952--6
-04/23/98-01062-012
****122.50 ****122.50

RE: Medical Evaluation Services, Inc.

Dear Madam/Sir:

Enclosed herewith please find original executed Articles of Incorporation (in duplicate) covering the above-referenced name together with a check in the amount of \$122.50 representing the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	<u>52.50</u>
Total	\$ 122.50

Please return the certified copy of the Articles to our office using the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to this matter.

Very truly yours,

Bonnie R. Quigley
Real Estate Paralegal

FILED
98 APR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

brq
Encs.

9N4-24-98

FILED
98 APR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDICAL EVALUATION SERVICES, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

MEDICAL EVALUATION SERVICES, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Prepared by:
RICHARD W. WOOD, ESQ.
Florida Bar No. 241687
4647 Manatee Avenue West, Suite 200
Bradenton, Florida 34209
941-749-0411

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 7,500

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

4647 Manatee Avenue West, Suite 200
Bradenton, Florida 34209

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: RICHARD W. WOOD.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and

election and qualification of his successor:

<u>NAME</u>	<u>ADDRESS</u>
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Richard W. Wood	4647 Manatee Avenue West, Suite 200 Bradenton, Florida 34209
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ARTICLES VIII

INCORPORATOR

The name and address of the individual signing these Articles of
Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
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Richard W. Wood	4647 Manatee Avenue West, Suite 200 Bradenton, Florida 34209
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ARTICLE IX

CORPORATE ADDRESS

The address of the Corporation shall be:

4647 Manatee Avenue West, Suite 200
Bradenton, Florida 34209

ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

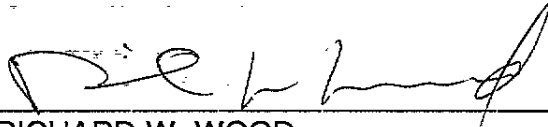
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

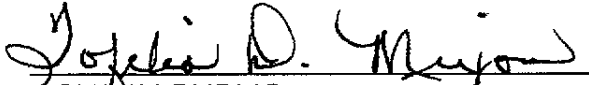
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 21st day of April, 1998.

 (SEAL)
RICHARD W. WOOD

STATE OF FLORIDA)
) SS:
COUNTY OF MANATEE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Richard W. Wood, who executed the foregoing Articles of Incorporation and who is personally known to me or who has produced _____, as identification and who did/did not take an oath.

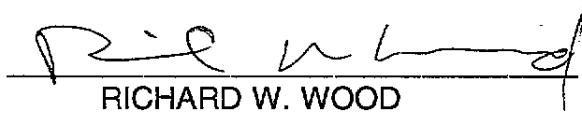
IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 21st day of April, 1998


NOTARY PUBLIC

My Commission Expires:



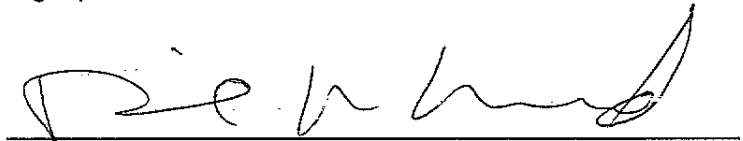
The Undersigned hereby accepts designation as Registered Agent of the Corporation.


RICHARD W. WOOD

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that MEDICAL EVALUATION SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 4647 Manatee Avenue West, Suite 200, City of Bradenton, County of Manatee, State of Florida, has named Richard W. Wood, Esq. located at 4647 Manatee Avenue West, Suite 200, City of Bradenton, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent

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FILED
98 APR 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA