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June 25, 1998

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

500002580955--4
-07/06/98--01121--008
*****78.75 *****78.75

Re: **SECOND OPINION GROUP, INC.**

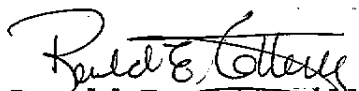
Dear Sir:

Please find enclosed the original of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$78.75 to cover your corporate fees and charges.

Please file this corporation with your office and return the Certificate of Incorporation to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Very truly yours,


Ronald E. Cotterill

REC/pha
Enclosures

FILED
98 JUL - 6 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
7-8-98
1-5

ARTICLES OF INCORPORATION
OF
SECOND OPINION GROUP, INC.

FILED
38 JUL -6 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be SECOND OPINION GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this

corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal of this corporation is:

15350 Amberly Dr. Suite 4824
Tampa, Fl 33647

The name of the initial registered agent of this corporation at the address listed above is JERRY R. HANSEN.

ARTICLE VII - DIRECTORS

This corporation shall have one director 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.

The names and addresses of the initial directors of this corporation are as follows:

JERRY R. HANSEN
15350 Amberly Dr. Suite 4824
Tampa, Fl 33647

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


JERRY R. HANSEN
15350 Amberly Dr. Suite 4824
Tampa, Fl 33647

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

JERRY R. HANSEN
15350 Amberly Dr. Suite 4824
Tampa, Fl 33647

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 2 day of July, 1998.

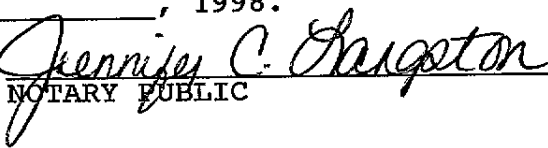

JERRY R. HANSEN

STATE OF FLORIDA

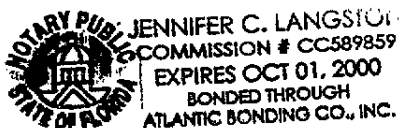
COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Pasco, to take acknowledges, personally appeared JERRY R. HANSEN described as the incorporator in SECOND OPINION GROUP, INC., and he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Pasco County, Florida, this 2nd day of July, 1998.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That JERRY R. HANSEN desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at 15350 Amberly Dr. Suite 4824, Tampa, Fl 33647, has named JERRY R. HANSEN as agent to accept service of process within this state.

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


JERRY R. HANSEN

FILED
98 JUL -6 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA