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November 8, 1999

VIA FEDERAL EXPRESS

Tracking Number: 7925-1313-0341

DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, FL 32314

Re: Filing Articles of Incorporation for
RxOpinion, Inc.

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-11/09/99-01084--001

*****78.75 *****78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9 NOV - 9 PM 12:32

FILED

Dear Sir:

Enclosed please find the Articles of Incorporation for RxOpinion, Inc., together with a check in the amount of \$78.75 made payable to Florida Department of State to cover filing related fees. Request is made that a certified copy of the articles be returned to this office.

Thank you for your time and consideration.

Very truly yours,



Frederick C. Kramer

FCK/smp

Enclosures

cc: Charles E. Dircks

Hermann J. Shulze, Jr.

File No.: BA99-019

F. C. KRAMER

NOV 10 1999

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ARTICLES OF INCORPORATION

OF

RxOpinion, Incorporated

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, do hereby adopt the following articles of incorporation for the corporation:

I. NAME

The name of the corporation is: **RxOpinion, Incorporated.**

II. NATURE OF BUSINESS

The corporation may engage in medical related work and may further transact all lawful business for which corporations may be organized under the Florida Business Corporation Act.

III. PRINCIPAL OFFICE AND MAILING ADDRESS

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

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

IV. CAPITAL STOCK

The corporation shall have the authority to issue one hundred thousand (100,000) shares of capital stock of a single class (common) having a par value of one dollar (\$1.00) per share.

V. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently

authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

VI. DIRECTORS

The corporation shall be managed by its board of directors; the initial board of directors shall consist of two (2) persons. As of the organizational meeting of the shareholders, the number of directors shall be increased to five (5). The number of directors may therefore be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than five. The names and addresses of the initial directors of this corporation are:

Charles E. Dircks
466 Spinnaker Drive
Marco Island, Florida 34145

Hermann J. Shulze, Jr.
474 Spinnaker Drive
Marco Island, Florida 34145

VII. REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the corporation is: Frederick C. Kramer, 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145.

VIII. INCORPORATORS

The names and addresses of the incorporators are:

Charles E. Dircks
466 Spinnaker Drive
Marco Island, Florida 34145

Hermann J. Shulze, Jr.
474 Spinnaker Drive
Marco Island, Florida 34145

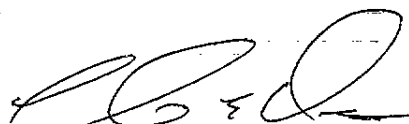
IX. INDEMNIFICATION

The corporation shall have the power to indemnify any officer or director, or any former officer or director in the manner set out and provided for in Florida Statutes Section 607.0850, as amended.

X. AMENDMENT

The articles of incorporation may be amended in the manner set out and provided for in either Florida Statutes Section 607.1002 or Florida Statutes Section 607.1003, as applicable, as amended.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 5 day of November, 1999.



CHARLES E. DIRCKS, Incorporator

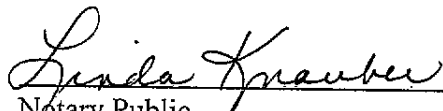


HERMANN J. SHULZE, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

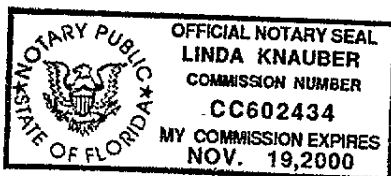
Before me personally appeared CHARLES E. DIRCKS to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 5th day of November, 1999.



Notary Public
Print Name: LINDA KNAUBER
State of Florida at Large

My commission expires:



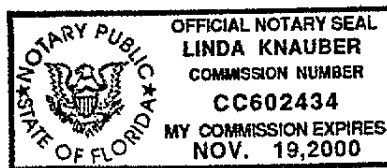
STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared HERMANN J. SHULZE, JR., 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.

WITNESS my hand and official seal, this 5th day of November, 1999.

Linda Knauber
Notary Public
Print Name: LINDA KNAUBER
State of Florida at Large

My commission expires:



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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.

FREDERICK C. KRAMER
FREDERICK C. KRAMER