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December 6, 2000

VIA CERTIFIED MAIL 7099 3220 0009 4306 2437

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

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-05/03/02--01026--002
*****78.75- *****78.75

Re: Assurance Healthcare Financial Services, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$78.75, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,


Derrick Bennett

DB/hs
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -3 PM 3:55

BR 5/8

ARTICLES OF INCORPORATION
OF

ASSURANCE HEALTHCARE FINANCIAL SERVICES, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -3 PM 3:56

ARTICLE I - NAME

The name of this corporation is Assurance Healthcare Financial Services Inc., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 1213 Massachusetts Ave, Lynn Haven, FL 32444, and the registered agent of the Corporation is Derrick Bennett, 112 E. Third Ct. Panama City, Florida 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have one Director initially. The number of Directors may be increased or from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial

Directors of the Corporation is: Tommy Cooley and Michael MacLaren,
1213 Massachusetts Ave., Lynn Haven FL 32444.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:
Derrick Bennett, Esq. 112 E. Third Ct. Panama City, FL 32401.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be
vested in the Board of Directors and the shareholders.

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any
member of the Board of Directors or officer of the Corporation, or any
former officer or director, who is a party to any threatened or
pending suit or proceeding by reason of the fact that he or she is or
was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote
of the members of the Board of Directors, subject to any limitation
by law. The Board of Directors shall adopt Bylaws for the
Corporation, which may be modified, amended or altered as allowed
under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto
executed these Articles of Incorporation this 28 day of April,
2002.

 (SEAL)
Incorporator- Derrick Bennett

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -3 PM 3:56

CERTIFICATE DESIGNATING REGISTERED
AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that Assurance Healthcare Financial Services, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 1213 Massachusetts Ave., Lynn Haven FL 32444., has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 29 day of April, 2002.


Incorporator-Derrick Bennett

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent-Derrick Bennett