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TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC.	ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ	FAX #: (305)716-0346
PHONE: (305)599-0839	

NAME: VITAL BILLING, INC.
 AUDIT NUMBER.....H96000017379
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..1 PAGES..... 3
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**ARTICLES OF INCORPORATION
OF
VITAL BILLING, INC.**

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TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: VITAL BILLING, INC.

The Address of the corporation shall be: 300 SW 134 AVENUE, MIAMI, FL. 33184

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 500 shares of Common stock, par value of \$1.00.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS and DIRECTORS

The name and street address of the initial officer and director, in any, who shall hold office the first year of the corporation's existence or until their successor is elected is:

INBS C. VITAL
300 SW 134 AVENUE
Miami, Florida 33184
President/Treasurer

CARLOS R. VITAL
300 SW 134 AVENUE
Miami, Florida 33184
Vice President/Secretary

ARTICLE VI INCORPORATOR (S)

The name and street address of the incorporator to these articles of incorporation is:

INBS C. VITAL
President/Treasurer
300 SW 134 AVENUE
Miami, Florida 33184

Prepared by: **THE SBMG, INC.**
2658 N.W. 74th Ave.
Miami, Fl 33122
(305) 597-7043

PREPARED BY THE SBMG, INC.
2658 NW 74TH AVENUE
MIAMI, FLORIDA 33122-1420
(305) 597-7043 FAX (305) 597-7158

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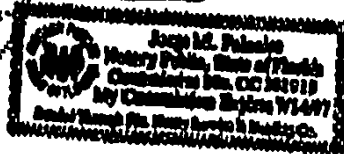
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this NINE day of DECEMBER of 1996

Ines G. Vital
INES G. VITAL

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn before me this 10 day of December of 1996 by Ines G. Vital of Vital Billing Inc.

[Signature]
JOSE M. PALACIOS
NOTARY PUBLIC
My commission expires - 7-14-97



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**CERTIFICATION OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is: VITAL BILLING, INC.
- 2. The name and address of the registered agent and office is:

INES C. VITAL
300 SW 134TH AVENUE
MIAMI, FLORIDA 33184


INES C. VITAL

Dated: December 9, 19 96

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TALLAHASSEE, FLORIDA

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


Ines Vital, Registered Agent

DATED: December 9, 1996

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