

TRANSMITTAL LETTER

P97000053207

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

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-06/16/97--01151--015
****131.25 ****131.25

SUBJECT: Specialty Medical Billing, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FILED
97 JUN 16 AM 10:45
TALLAHASSEE, FLORIDA

FROM: Barbara Tapia
Name (Printed or typed)

3106 SW 26 Street
Address

Miami, FL 33133
City, State & Zip

(305) 440-4203
Daytime Telephone number

JUN 17 1997

NOTE: Please provide the original and one copy of the articles.

FILED
97 JUN 16 AM 10:45
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPECIALTY MEDICAL BILLING, INC.**

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be SPECIALTY MEDICAL BILLING, INC. (the "Corporation").

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 500 shares of one dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of the Corporation is 3166 Southwest 26 Street, Miami, Florida 33133. The street address of the registered office of this corporation is 3166 Southwest 26 Street, Miami, Florida 33133 and the name of the registered agent of this corporation at that address is Barbara Tapia.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the Corporation, but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Tapia	3166 Southwest 26 Street Miami, Florida 33133

ARTICLE VIII - INCORPORATION

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

Barbara Tapia
3166 Southwest 26 Street
Miami, Florida 33133

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

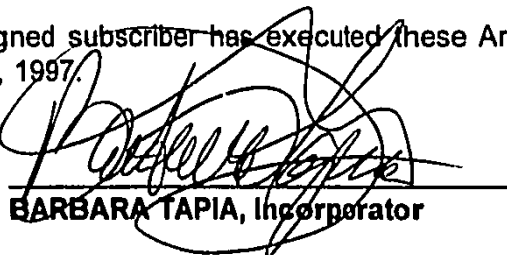
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer of director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Article of Incorporation on this 9th day of June, 1997.



BARBARA TAPIA, Incorporator

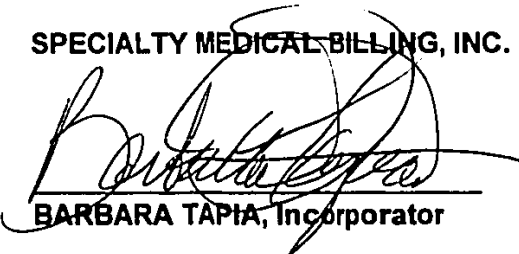
ARTICLES OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and stat that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

SPECIALTY MEDICAL BILLING, INC.



BARBARA TAPIA, Incorporator

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TALLAHASSEE, FLORIDA