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NAME: MEDCOM ADMINISTRATIVE SERVICES, INC.

AUDIT NUMBER.....H97000019460

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**ARTICLES OF INCORPORATION**

**FOR**

**MEDCOM ADMINISTRATIVE SERVICES, INC.**

The undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the Laws of said State, providing for the information, liabilities, rights, privileges, and immunities of a Corporation for profit.

**ARTICLE I**

**NAME, ADDRESS, AND AGENT**

The name of this corporation shall be:

Medcom Administrative Services, Inc.

(hereinafter referred to as the "Corporation"). Its principal office shall be located at 9300 S. Dadeland Boulevard, Suite 510, Miami, Florida 33156, County of Dade, State of Florida. Its Registered Agent is Sorie Bayoh, whose address is 9300 S. Dadeland Boulevard, Suite 510, Miami, Florida 33156.

**ARTICLE II**

**NATURE OF BUSINESS**

Section 1. - The general nature of the business and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do themselves, including but not limited to the following:

a. - To carry on business in the United States or any foreign country or countries; to buy, sell, lease, sub-lease, hold, procure, transport and deal generally, in services of all types, including, but not limited to, medical billing and administration and to conduct any and all such business or transactions necessary to implement these services, both as principal and agent, in any part of the world.

Prepared by:

Law Offices of Mariene Ortega, P.A.  
Mariene Ortega, Esq.  
9300 S. Dadeland Blvd., Suite 500  
Miami, Florida 33156  
Florida Bar No.: 952468  
(305)670-7744

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- b. - To enter into, make, perform and carry out contracts for medical billing and administration, and enter into or negotiate any such other agreements for any lawful purpose with any person or persons, firms, associations and/or Corporations in the United States or any foreign country or countries.
- c. - To exchange or conduct any exchanges in the currency of foreign countries and the currency of the United States.
- d. - To issue bonds, debentures and or obligations of the company from time to time, for the objectives and purposes of the company and secure the same by mortgage, pledge, deed or otherwise.
- e. - To issue, purchase, hold, redeem and reissue the shares of its capital stock; to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies.
- f. - To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein provided, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation.
- g. - No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part hereof by reference.
- h. - In general, to carry on any incidental business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon the Corporation of this character.
- i. - To enter into, make or perform any contract of any kind, with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments.

### ARTICLE III

#### CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of:

- a. - ONE HUNDRED (100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR (\$1.00) per share as consideration.

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b. - The Capital stock of this Corporation may be paid in lawful money of the United States; or otherwise in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. - All of the common stock is to have one vote per share in the control of the management of the Corporation.

d. - The holders of the authorized shares of common stock are to have preemptive right in the purchase of subsequent issues of stock.

e. - In the event any shareholder votes his share or shares by proxy or otherwise, one share shall represent one vote.

#### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital which the Corporation shall begin business shall be not less than ONE HUNDRED DOLLARS (\$100.00).

#### ARTICLE V

#### TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI

#### BOARD OF DIRECTORS

The Board of Directors shall consist of one director initially.

#### ARTICLE VII

#### INITIAL DIRECTORS & OFFICERS

The names and addresses of the initial Board of Directors and Officers are as follows:

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<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Sorie Bayoh	9300 S. Dadeland Blvd. Suite 510 Miami, Florida 33156	President/Secretary/Director

**ARTICLE VIII**

**SUBSCRIBERS**

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares owned by each are as follows:

<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
Sorie Bayoh	9300 S. Dadeland Blvd. Suite 510 Miami, Florida 33156	- 100 -

**ARTICLE IX**

**BY-LAWS**

The regulating of the business and the conducting of the affairs of the Corporation and the provisions creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said By-Laws may from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

**ARTICLE X**

**INDEMNIFICATION**

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time

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hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at MIAMI, DADE COUNTY, FLORIDA, for the use and purposes aforesaid.

  
SORIE BAYOH, President/Secretary/Director

STATE OF FLORIDA )  
                                  )SS.  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me personally appeared SORIE BAYOH, who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that he subscribed to these ARTICLES OF INCORPORATION. The subscriber provided FL + BCD - 781 - 51 - 425 - 0 as identification.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, this 11 day of November, 1997.

NOTARY SEAL   
OFFICIAL NOTARY SEAL  
MARLENE ORTEGA  
COMMISSION NUMBER  
CC543182  
MY COMMISSION EXPIRES  
MAR. 27, 2000

  
NOTARY PUBLIC  
STATE OF FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the following is submitted: MEDCOM ADMINISTRATIVE SERVICES, INC., a Florida corporation, with its principal place of business at 9300 S. Dadeland Boulevard, Suite 510, Miami, Florida 33156 has named SORIE BAYOH, at 9300 S. Dadeland Boulevard, Suite 510, Miami, Florida 33156 as its agent to accept service of process within the State of Florida.

INCORPORATOR:

  
SORIE BAYOH

DATE: 11/19/97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.

  
SORIE BAYOH  
Registered Agent

DATE: 11/19/97

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