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LAW OFFICE

HOWARD E. ROSKIN, P.A.

20801 BISCAYNE BOULEVARD

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AVENTURA, FLORIDA 33180

TELEPHONE: (305)931-4030

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FILED

00 JAN 26 AM 8:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS

P.O. Box 630248

MIAMI, FL 331630248

January 24, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****78.75

Re: MED-I-PAY, INC.

Dear Sir:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the above-referenced corporation.

Please prepare a certified copy of the Articles, endorse your approval thereon, and return the copy to the undersigned.

Also enclosed is a check in the amount of \$122.50 to cover the following:

1.	Filing Fee	\$ 35.00
2.	Resident Agent Fee	35.00
2.	Certified Copy	52.50
		<u>\$122.50</u>

It would be appreciated that your office process these Articles immediately. If, for any reason, the enclosures cannot be processed immediately, PLEASE CALL ME COLLECT.

Very truly yours,

Howard E. Roskin

HER:ikr

Enclosures

Howard Roskin GAVE

AUTHORIZATION BY PHONE TO

CERTIFIED FAXED NEWSPAPER NAME

DATE JAN 24 2000

W-2812
PH 2/2/2000

ARTICLES OF INCORPORATION
OF
MED-I-PAY PROCESSING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

MED-I-PAY PROCESSING, INC.

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is:

Med-I-Pay Processing, Inc.
527 Leslie Drive
Hallandale, FL 33009

The address of the Corporation's principal office
is:

Med-I-Pay Processing, Inc.
527 Leslie Drive
Hallandale, FL 33009

ARTICLE III.

NATURE OF CORPORATE BUSINESS

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

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered

Office in the State of Florida shall be:

Samela E. Goldberg
527 Leslie Drive
Hallandale, FL 33009

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) Director at any time.

ARTICLE VI.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Name

Address

SAMELA E. GOLDBERG

527 Leslie Drive
Hallandale, FL 33009

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name

Address

SAMELA E. GOLDBERG

527 Leslie Drive
Hallandale, FL 33009

ARTICLE VIII.

COMMENCEMENT DATE

Corporate existence will commence upon the filing of these Articles.

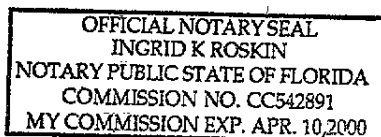
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Dated: 1/22, 2000

Samela E. Goldberg (SEAL)
SAMELA E. GOLDBERG

STATE OF FLORIDA)
) SS.:
COUNTY OF)

The foregoing instrument was acknowledged before me this 22nd day of January, 2000, by SAMELA E. GOLDBERG, (who is personally known to me ~~(has produced~~ as identification.)



Ingrid K. Roskin
NOTARY PUBLIC, State of Florida
at Large

INGRID K. ROSKIN

The undersigned is familiar with the obligations of acting as Registered Agent and hereby accepts the foregoing designation as initial Registered Agent for MED-I-PAY PROCESSING, INC. agrees to comply with the provisions of law applicable to said designation.

Samela E. Goldberg
SAMELA E. GOLDBERG

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TALLAHASSEE, FLORIDA