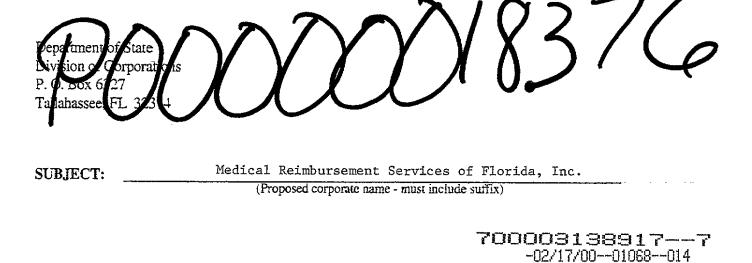
TRANSMITTAL LETTER



*****78.75 *****78.75

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

S70.00 S78.75
Filing Fee Filing Fee

Filing Fee & Certificate of Starus

Filing Fee Filing Fee,
& Certified Copy
& Certificate of

Status
ADDITIONAL COPY REQUIRED

FROM: Robert J. Myers, Esq.

Name (Printed or typed)

1135 Pasadena Avenue South, Suite 140

Address

St Petersburg, FL 33707

City, State & Zip

(727) 347-5131

5131 Daytime Telephone number FILED

FILED

SHOWN SEE, FLORIDA

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

(1)C.

ARTICLES OF INCORPORATION

OF

MEDICAL REIMBURSEMENT SERVICES OF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEDICAL REIMBURSEMENT SERVICES OF FLORIDA, INC.

The address of the principal office of this corporation shall be 38511 US-19 North, Palm Harbor, FL 34684 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1135 Pasadena Avenue South, Suite 140, St Petersburg, Florida 33707, and the name of the initial registered agent of the corporation at that address is Robert J. Myers.

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and one (1) director initially. The names and street addresses of the initial officers and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael B. Osadchey President/Treasurer/ Secretary/Director 38511 US-19 North Palm Harbor, FL 34684

Beverley L. Johnson-Key Vice President 38511 US-19 North Palm Harbor, FL 34684

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Robert J. Myers
Akerson Law Offices
1135 Pasadena Avenue South
Suite 140
St Petersburg, Florida 33707

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this $\frac{1}{6}$ day of February, 2000.

Bv:

ROBERT J. MYERS, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

(SIGNATURE)

MEDICAL REIMBURSEMENT SERVICES OF FLORIDA, INC.

2. The name and address of the registered agent and office is:

Robert J. Myers, Esq. (Name)

1135 Pasadena Avenue South, Suite 140
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

St Petersburg, FL 33707
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

2-16-2000 (DATE)