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2/25/00

Secretary of State of Florida,
Division of Corporation.

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-03/01/00--01117--003
*****78.75 *****78.75

Please see my Documents for the Articles of Incorporation.
My check of \$78.75 is included for filing my Corporation name.
C P Electronic Medical & Billing Services Inc. Please forward my
certificate of standing which indicates the Corporation filing number
and date of filing.

Thank You For your assistance.

Sincerely,
Constance Prats.

FILED
00 MAR - 1 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/8

ARTICLES OF INCORPORATION
OF
C P MEDICAL & ELECTRONIC BILLING SERVICES, INC.

FILED
00 MAR - 1 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is C P MEDICAL & ELECTRONIC BILLING SERVICES, INC.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at 531 N. 68 Way, Hollywood, Florida 33024-7560.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 531 N. 68 Way, Hollywood, Florida and the name of the registered agent of this corporation is Constance Prats.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

This instrument prepared by:
Constance Prats
531 N. 68 Way
Hollywood, Florida 33024-7560

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the Board of Directors of the corporation are:

Director/President/Secretary: Constance Prats

ARTICLE VIII - INCORPORATOR

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

Constance Prats
531 N. 68 Way
Hollywood, Florida 33024-7560

ARTICLE IX - BY-LAWS

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

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or directors, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 25th day of February, 2000.

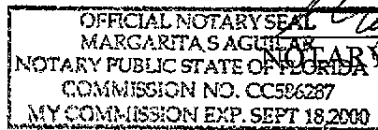


CONSTANCE PRATS

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, appeared CONSTANCE PRATS, personally known
to me and known to be the individual described in and who executed the foregoing instrument as
subscribed hereto.

WITNESS my hand and official seal this 25th day of February, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

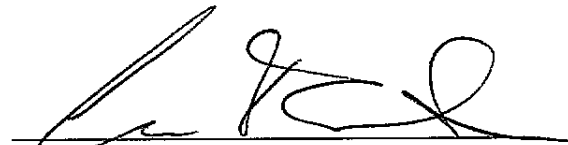
My commission expires:

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of the corporation.

That C P MEDICAL & ELECTRONIC BILLING SERVICES, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named CONSTANCE PRATS, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent



CONSTANCE PRATS
531 N. 68 Way
Hollywood, Florida 33024-7560

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SECRETARY OF STATE
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