

TRANSMITTAL LETTER

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

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-03/16/00--01064--005
*****70.00 *****70.00

SUBJECT: Precise Billing Services, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Michelle Culver
Name (Printed or typed)

4127 Bounce Drive
Address

Orlando, FL 32812
City, State & Zip

407-282-5071
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 2:43

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

g 3/22/00

ARTICLES OF INCORPORATION

OF

PRECISE BILLING SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 16 PM 2:43

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I

The name of the corporation shall be Precise Billing Services, Inc.

ARTICLE II

The term of existence of the corporation is perpetual

ARTICLE III

Purpose

This corporation is organized for the purpose of providing medical billing services, and to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV

Corporate Stock

The aggregate number of shares which this corporation is authorized to have outstanding at any time is 1000 shares, which shall all be common stock and have one dollar (\$1.00) par value.

ARTICLE V

Initial Principle & Registered Office and Agent

The initial principle office and registered office of this corporation shall be 4127 Bounce Drive, Orlando, FL 32812 and the name of its initial registered agent is MICHELLE CULVER, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping office open for service of process.

ARTICLE VI

Powers of Authority of Directors

The Directors shall have the power to hold their meetings and to have one or more offices and keep books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolution of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other Officers, have financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board of committees thereof which authorizes the contract of transaction, solely because his or their votes are counted for such purpose, if:

- (a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or
 - (b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.
- Interest Directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee which authorized the contract of transaction.

ARTICLE VII

Preemptive Rights Granted

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation. Preemptive rights shall apply to the reissuance of all

redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VII Initial Board of Directors

Precise Billing Services, Inc. shall be managed by a Board of Directors. This Corporation shall be managed by a Board of two Directors initially. The number of directors may be either increased or decreased or diminished from time to time by the By-laws but shall never be less than one and the name and address of the Directors of the Initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MICHELLE CULVER	4127 Bounce Drive Orlando, FL 32812
MELISSA BUNDY	8612 Fort Shea Avenue Orlando, FL 32822

ARTICLE IX Amendment

These Articles of Incorporation, or any amendment hereto, may be altered or amended by a resolution of the Board of Directors and presented to and approved at a meeting of shareholders by the holders of majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner or hereafter provided by law.

ARTICLE X Officers as Directors

All Officers of this corporation may be Directors.

ARTICLE XI

Officers

The following named persons shall act as officers of this corporation, until their successors have been chosen and duly qualified.

MICHELLE CULVER

PRESIDENT/SECRETARY

MELISSA BUNDY

VICE-PRESIDENT/TREASURER

ARTICLE XII

Incorporator

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

MICHELLE CULVER BOUNCE DRIVE ORLANDO, FL 32812

ARTICLE XIII

Action Without Meeting

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this

March 5, 2000

Michelle Culver

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 16 PM 2:43

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That Precise Billing Services, Inc. desiring to organize under the laws of the State of Florida with its principle office as indicated in the forgoing Certificate of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named MICHELLE CULVER its Registered Agent to accept service of process within the State.

ACCEPTED THIS March 5, 2000

Michelle Culver