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P. O. Box 4412  
Jacksonville, FL 32201

6/30/00

Secretary of State  
Division of Corporations

"NEW FILINGS"

PO BOX 6327

Tallahassee, FL 32314

300003313213-2  
07/05/00-01080-018  
\*\*\*122.50 \*\*\*\*\*78.75

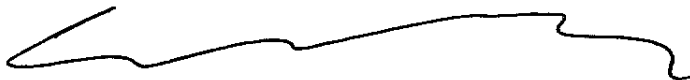
Dear Sirs:

RE: Professional Medical Billing Service Center, Inc.

Enclosed please find original and copy articles of association together with check in the sum of \$122.50 to cover registration fees.

Kindly return certificate and certified copy of articles to the above address.

Sincerely,



Clayton Roach

FILED  
00 JUL -5 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-7  
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**ARTICLES OF INCORPORATION  
OF  
"PROFESSIONAL MEDICAL BILLING CENTER, INC.**

FILED  
00 JUL -5 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation shall be: PROFESSIONAL MEDICAL BILLING CENTER, INC.

The principal place of business of this corporation shall be: 6630 S. W. 7<sup>th</sup> Street, Pembroke Pines, FL 33023

This address is also the address of the Registered Agent.

**ARTICLE II: NATURE OF BUSINESS**

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, any other state, country, territory, or nation.

The general nature of the business to be transacted by the corporation is:

- A. To provide any and all services related to medical billing including bill preparation, transmittal and distribution, collection, records storage and any other services designed to enhance the effectiveness and convenience to providers of all varieties of medical services.
- B. To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated, to erect, construct, rebuild, enlarge, alter, improve, maintain, manager and operate any lands owned or leased by the corporation, buildings or other works owned, leased, managed or controlled by the corporation, to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy sell, lease, mortgage, exchange, manage, operate and deal in lands or interest in lands, houses, structures, buildings or other works; and to purchase, acquire, hold exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, and any other interest in real estate, other or evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

- C. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- D. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge, or otherwise acquire or dispose of the shares for the capital stock of, or any bonds, securities, or other evidences of the indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- E. To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations of profit under the laws of the State of Florida, either by the terms of this charter or by virtue of 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 10,000 shares of common stock having a par value of \$2.00 per share; shall be paid in full money of the United States of America in property, labor or services, the just value thereof shall be fixed by the Board of the Directors of the corporation in the manner provided for by the laws of the State of Florida.

### **ARTICLE IV: TERM OF EXISTENCE**

This Corporation is to exist perpetually.

### **ARTICLE V: AMENDMENTS**

These Articles of Incorporation may be amended by a majority of the Board of Directors.

## ARTICLE VII: OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer (s) and director (s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>Name</u>	<u>Address</u>	<u>Title</u>
Sharon Wallace	6670 S. W. 7 <sup>th</sup> Street Pembroke Pines, FL 33023	President
O'Neil Wallace	6670 S. W. 7 <sup>th</sup> Street	Vice President/ Secretary

## ARTICLE VII: CONFLICT OF INTEREST

No contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniary or otherwise interested in, or are stockholders, directors or officers of such other corporations any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken: of any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

## ARTICLE VIII: INCORPORATORS

The Name and address of the Incorporator to these Articles of Incorporation is:

Clayton G. Roach  
229 Maplewood Drive  
Jacksonville, FL 32259

**IN WITNESS WHEREOF**, the undersigned incorporator has executed thee Articles of Incorporation the 23 day of June, 2000

Signature of Incorporator



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Clayton G. Roach

**Certificate of Designation**  
**Registered Agent/Registered Office**

Pursuant to the provisions of section 617.0501, 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:

Professional Medical Billing Center, Inc.

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

O'Neil Wallace  
6630 S. W. 7<sup>th</sup> Street  
Pembroke Pines, FL 33023

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 FUTURE AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES IN THE PROPER MANNER AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature



O'Neil Wallace

Address: 6630 S. W. 7<sup>th</sup> Street

Pembroke Pines, FL 33023

Date:

6. 25. 00

FILED  
00 JUL -5 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA