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Joseph A. Murphy, III

Attorney & Counselor
516 Camden Avenue
Stuart, Florida 34994

(561) 223-8600
Fax (561) 283-2419

December 19, 2000

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

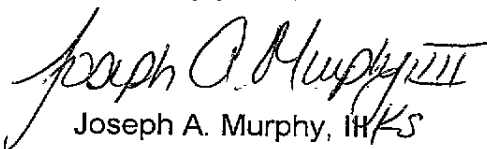
Re: **Incorporation**
PRO-MED BILLING SERVICES, INC.

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for PRO-MED BILLING SERVICES, INC. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,


Joseph A. Murphy, III *JAM*

JAM/ks
Enclosure (1)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
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PRO-MED BILLING SERVICES, INC.

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the corporation is **PRO-MED BILLING SERVICES, INC.**

ARTICLE TWO

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

2400 SE Midport Road, #200
Port St. Lucie, FL 34952

ARTICLE THREE

The name of the registered agent at the above address is:

Darlene S. Garrow
2400 SE Midport Road, #200
Port St. Lucie, FL 34952

ARTICLE FOUR

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

ARTICLE FIVE

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE SIX

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

ARTICLE SEVEN

The business is a medical billing and transcription service.

ARTICLE EIGHT

The corporation shall initially have two directors, which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be more than three. The initial directors shall be:

Darlene S. Garrow
2400 SE Midport Road, #200
Port St. Lucie, FL 34952

David L. Garrow
2400 SE Midport Road, #200
Port St. Lucie, FL 34952

ARTICLE NINE

The name and address of the individual who is the incorporator:

Darlene S. Garrow
2400 SE Midport Road, #200
Port St. Lucie, FL 34952

ARTICLE TEN

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	David L. Garrow
Vice-President	Darlene S. Garrow
Secretary	Darlene S. Garrow
Treasurer	Darlene S. Garrow

ARTICLE ELEVEN

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefore is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Darlene S. Garrow	2400 SE Midport Road #200 Port St. Lucie, FL 34952	50	\$50.00
David L. Garrow	2400 SE Midport Road #200 Port St. Lucie, FL 34952	50	\$50.00

ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

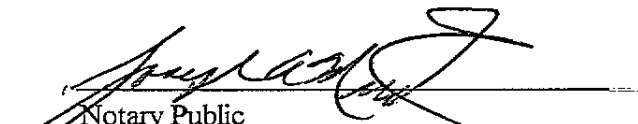
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th day of December 2000.


DARLENE S. GARROW

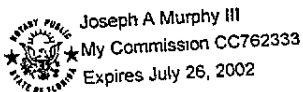
STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **DARLENE S. GARROW** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified herself by Florida Drivers License # PERSONALLY KNOWN, she acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 19th day of December 2000.


Notary Public
State of Florida at Large

My commission expires:



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 21 PM 12:11

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

First -- That **PRO-MED BILLING SERVICES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Port St. Lucie, County of St. Lucie, State of Florida has named **DARLENE S. GARROW, 2400 SE MIDPORT ROAD, #200, PORT ST. LUCIE, FLORIDA 34952** being in the County of St. Lucie, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
DARLENE S. GARROW
Registered Agent

Date: 12/19/00