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SINGER & SINGER LAW FIRM, CHARTERED
ATTORNEYS AND COUNSELORS AT LAW

JOSEPH K. SINGER, J.D., LL.M. (TAX), Esq.
SUPREME COURT CERTIFIED FAMILY LAW MEDIATOR
ALSO ADMITTED U.S. TAX COURT, BANKRUPTCY COURT, FEDERAL COURT S.D.FL
MARIA A. SINGER, J.D., Esq.
ALSO ADMITTED U.S. BANKRUPTCY COURT & FEDERAL COURT S.D.FL

201 NORTH UNIVERSITY DRIVE, SUITE 114
PLANTATION, FLORIDA 33324
TELEPHONE (954) 474-8442

March 9, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/13/01--01044--010
****140.00 *****70.00

Re: ^{South} PROFESSIONAL BILLING SPECIALISTS OF FLORIDA, INC.
4

Dear Sir or Madam:

I am enclosing herewith an original of the Articles of Incorporation and Statement of Designation of Registered Agent for the above-named corporation. In addition, a check, in the sum of \$ 70.00, is enclosed which represents the following:

Filing fee	\$ 35.00
Designation of Registered agent	\$ 35.00
Total	\$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,
SINGER & SINGER LAW FIRM, CHARTERED

Joseph K. Singer, Esq.

(electronic signature)

Enclosures

Joseph K. Singer, Esq.

PA 3/16/01
PA 4/18/01
WOT 7259

01 APR 17 AM 8:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 2001

JOSEPH K SINGER, ESQ.
201 N UNIVERSITY DR, SUITE 114
PLANTATION, FL 33324

SUBJECT: PROFESSIONAL BILLING SPECIALISTS OF FLORIDA, INC.
Ref. Number: W01000007759

We have received your document for PROFESSIONAL BILLING SPECIALISTS OF FLORIDA, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist
New Filings Section

Letter Number: 601A00020339

FILED

01 APR 17 AM 8:32

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL BILLING SPECIALISTS OF SOUTH FLORIDA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

PROFESSIONAL BILLING SPECIALISTS OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:
To transact any and all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation is 201 North University Drive, Suite 114, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is JOSEPH K. SINGER, ESQ. The street address of the initial principal office of this Corporation is c/o SINGER & SINGER LAW FIRM, CHARTERED, 201 North University Drive, Suite 114, Plantation, Florida 33324.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or diminished from time to time pursuant to the By-Laws of this corporation, however there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial director of this Corporation is:

CYNTHIA L. FITTANTE
c/o SINGER & SINGER LAW FIRM, CHARTERED
201 North University Drive, # 114
Plantation, Florida 33324

ARTICLE VIII - INCORPORATOR

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

CYNTHIA L. FITTANTE
c/o SINGER & SINGER LAW FIRM, CHARTERED
201 North University Drive, # 114
Plantation, Florida 33324

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

ARTICLE XI - TAX ELECTION

This corporation, within the time provided for by law, shall make a Subchapter "S" election pursuant to § 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the § 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this ~~7~~ day of MARCH, 2001.


CYNTHIA L. FITTANTE, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CYNTHIA L. FITTANTE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid. The foregoing instrument was acknowledged before me this 7 day of MARCH, 2001, by CYNTHIA L. FITTANTE, who (is personally known to me)(produced a Florida Driver's License as identification) and who did not take an oath.

(S E A L)

My Commission Expires:



Maria A. Singer
Commission # CC 784022
Expires DEC. 3, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


PRINT NAME: _____

Notary Public, State of Florida
Commission Number CC _____

FILED

DESIGNATION OF REGISTERED AGENT FOR:
PROFESSIONAL BILLING SPECIALISTS OF SOUTH FLORIDA, INC.

01 APR 17 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFESSIONAL BILLING SPECIALISTS OF SOUTH FLORIDA, INC. in compliance with Section §607.0501, Florida Statutes, a corporation desiring to organize and qualify under the laws of the State of Florida, hereby names, JOSEPH K. SINGER, ESQ., located at 201 North University Drive, Suite 114, Plantation, Florida 33324, as its agent to accept service of process within Florida.

DATED: MARCH 8, 2001.


CYNTHIA L. FITTANTE, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties.

DATED: MARCH 8, 2001


JOSEPH K. SINGER, ESQ., Registered Agent