



**ARTICLES OF INCORPORATION  
OF  
BEST CODERS, INC.**

**ARTICLE I-NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is Best Coders, Inc., and its principal place of business shall be 10380 S.W. 152nd Terrace, Miami, Florida 33157.

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business; particularly, coding medical information.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue 600 shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation 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 AND AGENT**

The name and street address of the initial registered office of this corporation is:

Joseph M. Dobkin, Esquire  
9990 S.W. 77th Avenue  
Penthouse Three  
Miami (Miami-Dade County), Florida 33156-2699  
Phone: (305)661-7000; Fax: (305)274-0220

**ARTICLE VII-DIRECTORS**

This corporation shall have 3 directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than five. The names and addresses of the initial directors are as follows:

**FILED**  
01 MAY -8 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pat Barron  
10380 S.W. 152nd Terrace  
Miami, Florida 33156  
(786)242-9233

Marlene Corral  
7811 S.W. 127th Drive  
Miami, Florida 33183  
(305)387-2458

Stephanie J. Williams  
19534 N.W. 55th Circle Place  
Miami, Florida 33055  
(305)624-6582

**ARTICLE VIII--OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

President: Pat Barron  
10380 S.W. 152nd Terrace  
Miami, Florida 33156  
(786)242-9233

Vice President and Treasurer: Marlene Corral  
7811 S.W. 127th Drive  
Miami, Florida 33183  
(305)387-2458

Secretary and Public  
Relations Officer: Stephanie J. Williams  
19534 N.W. 55th Circle Place  
Miami, Florida 33055  
(305)624-6582

**ARTICLE IX--INCORPORATOR**

The names and addresses of the incorporators signing these Articles are:

Pat Barron  
10380 S.W. 152nd Terrace  
Miami, Florida 33156  
(786)242-9233

Marlene Corral  
7811 S.W. 127th Drive  
Miami, Florida 33183  
(305)387-2458

Stephanie J. Williams  
19534 N.W. 55th Circle Place  
Miami, Florida 33055  
(305)624-6582

**ARTICLE X--INDEMNIFICATION**

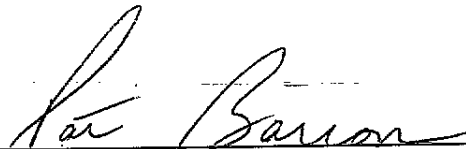
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The officer or director shall be personally liable for monetary damages to the corporation and any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his or her duties as an officer or director as provided by Florida Statute Section 607.0831 (1990).


**ARTICLE XI--AMENDMENT**


This corporation reserves a right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

A witness hereof the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 4, 2001

  
\_\_\_\_\_  
**PAT BARRON,**  
President


  
\_\_\_\_\_  
**MARLENE CORRAL,**  
Vice President and Treasurer

  
\_\_\_\_\_  
**STEPHANIE J. WILLIAMS,**  
Secretary and Public Relations Officer

STATE OF FLORIDA            )  
COUNTY OF MIAMI-DADE    )

**BEFORE ME**, the undersigned authority, personally appeared **STEPHANIE J.**

WILLIAMS, MARLENE CORRAL, and PAT BARRON, who are personally known to me and who after first being duly sworn, executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM SERVICE MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
Pat Barron, Marlene Corral, and Stephanie J. Williams, as Incorporators of Best Coders,  
Inc., desiring to organize or qualify under the laws of the State of Florida, have named  
Joseph M. Dobkin, Esquire as its initial agent to accept service of process within the  
State of Florida.

Dated this 27<sup>th</sup> day of May, 2001.

By: *Pat Barron*  
**PAT BARRON,**  
Incorporator

*Marlene Corral*  
**MARLENE CORRAL,**  
Incorporator

*Stephanie J. Williams*  
**STEPHANIE J. WILLIAMS,**  
Incorporator

STATE OF FLORIDA            )  
COUNTY OF MIAMI-DADE    )

**BEFORE ME**, the undersigned authority, this 27<sup>th</sup> day of May, 2001,  
personally appeared PAT BARRON, MARLENE CORRAL, and STEPHANIE J.  
WILLIAMS, who are personally known to me and who after first being duly sworn,  
executed the foregoing instrument freely and voluntarily for the purpose therein  
expressed.

*Patricia E. Hernandez*  
**NOTARY PUBLIC**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
01 MAY -8 PM 12:31  
**FILED**

My Commission Expires:

