

PO1000098485

Afonso Wong
5901 Colonial Drive, Suite #202
Margate, FL 33063

October 5, 2001

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

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-10/08/01--01063--008
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find two copies of the Article of Incorporation of Physicians Billing of Florida Inc. along with a check in the amount of Seventy Dollars and Zero Cents (US\$70.00).

Please process this incorporation at your earliest convenience.

Sincerely,

Afonso Wong
Afonso Wong

FILED
01 OCT -8 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
Of
Physicians Billing of Florida, Inc.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article I Name

The name of the Corporation is Physicians Billing of Florida, Inc.

Article II Duration

The duration of the Corporation is perpetual.

Article III Purposes of Business

1. To provide billing and collection services to medical offices
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Article IV Capital Stock

The aggregate number of shares, which the Corporation is authorized to issue, is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (US\$1.00) per share.

Article V Principal Office

The principal office of the Corporation is 5901 Colonial Drive, Suite 202, Margate, Florida 33063.

Article VI Registered Agent

The name of its initial registered agent is Afonso Wong. The street address of the initial registered agent of the Corporation is 5901 Colonial Drive Suite #202, Margate, Florida 33063.

Article VII Directors

The number of Directors constituting the initial Board of Directors of the Corporation is three. The names and addresses are as follows:

Dr. Alex K. Hsu, MD, President & CEO
5901 Colonial Drive, Suite #202
Margate, Florida 33063

Dr. Juan P. Loy, MD, Vice President & COO
5901 Colonial Drive, Suite #202
Margate, Florida 33063

Afonso Wong, Treasurer
5901 Colonial Drive, Suite #202
Margate, Florida 33063

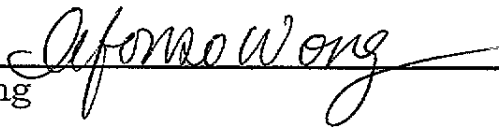
Article VIII Incorporator

The name and address of the incorporator is:

Afonso Wong
5901 Colonial Drive, Suite #202
Margate, Florida 33063

The undersigned incorporator has executed these Articles of Incorporation this fifth day of October 2001.

Afonso Wong

A handwritten signature in cursive script, reading "Afonso Wong", is written over a horizontal line.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate Designating Registered Agent and Registered Office

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said section:

Physicians Billing of Florida, Inc. desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Margate, County of Broward, State of Florida, has named Afonso Wong, located at 5901 Colonial Drive, Suite #202, Margate FL 33063, as its agent to accept service of process within this State.

Acknowledgement:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

Afonso Wong
Registered Agent - Afonso Wong

10/5/01
Date