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LAW OFFICES
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October 19, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-10/22/01--01078--020
*****78.75 *****78.75

Re: Articles of Incorporation of South Florida Med Pay Corporation

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of South Florida Med Pay Corporation along with a check in the amount of \$78.75. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

Stephen L. Vinson, Jr.

SLV/iv
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH FLORIDA MED-PAY CORPORATION

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is SOUTH FLORIDA MED-PAY BILLING CORPORATION and its address is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

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 \$1.00 par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is and the name of its initial registered agent at such address is Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is (1). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Milaig Barcia
1200 Brickell Avenue, Suite 1680
Miami, Florida 33131

ARTICLE VII

Officers

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not

be less than a president and a secretary. The officers are:

Milaig Barcia - President and Secretary

ARTICLE VIII

Incorporator

The name and address of the Incorporator is: Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 19th day of October, 2001.

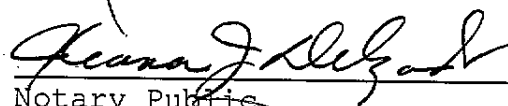


Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

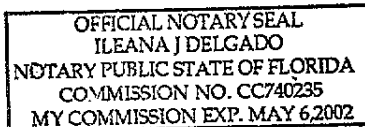
The foregoing instrument was acknowledged before me this 19th day of October, 2001, who is personally known to me or who has produced personally known as identification and who did take an oath.

My commission expires:



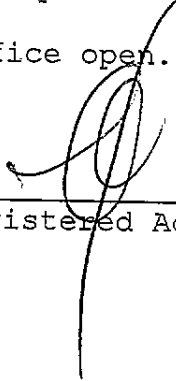
Notary Public

Ileana J Delgado
Printed Name



Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in and foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA