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LAW OFFICES OF
DEAN R. HALPER, P.A.

DEAN R. HALPER**
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October 22, 2001

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

FILED
01 OCT 23 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Sinclair Medical Billing, Inc.
(Proposed corporate name - must include suffix)

Dear Sir(s)/Madam(s):

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

___ \$70.00 Filing Fee ___ \$78.75 Filing Fee & Certificate of Status

___ \$78.75 Filing Fee & Certified Copy

X \$87.50 Filing Fee, Certified Copy, & Certificate of Status (ADDITIONAL COPY
REQUIRED)

Very truly yours,

200004650372--6
-10/23/01--01065--002
*****87.50 *****87.50

Denise Deckelboim

DENISE DECKELBOIM
Legal Assistant to
DEAN R. HALPER, ESQ.

DRH/dd
Enclosure

10-24-01
we

ARTICLES OF INCORPORATION

OF

SINCLAIR MEDICAL BILLING SERVICES, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

SINCLAIR MEDICAL BILLING SERVICES, INC.

ARTICLE II

GENERAL PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United State of America and Florida; including transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares, all of one class, at \$1.00 par value.

ARTICLE V

ADDRESS

The initial street address of the principal office of this

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corporation in the State of Florida is:

6903 Viale Elizabeth
Delray Beach, Florida 33446

ARTICLE VI

DIRECTORS


This corporation shall have four (4) director(s) initially. The number of director(s) may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Neville W. Sinclair	6903 Viale Elizabeth Delray Beach, Florida 33446
Patricia M. Sinclair	6903 Viale Elizabeth Delray Beach, Florida 33446
Tanya Sinclair	15014 SW 127th Circle Place North Miami, Florida 33186
Neville O. Sinclair	15014 SW 127th Circle Place North Miami, Florida 33186

ARTICLE VII

REGISTERED AGENT

The name and address of the initial registered agent of the corporation is:


Dean R. Halper, Esquire
7431-49 West Atlantic Avenue
Delray Beach, Florida 33446

ARTICLE VIII

INCORPORATOR(S)

The names and addresses of the incorporators signing these

Articles of Incorporation are:

NAME	ADDRESS
Neville W. Sinclair	6903 Viale Elizabeth Delray Beach, Florida 33446

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

DATE CORPORATION COMMENCES

The date when corporate existence for this corporation shall commence is the date of the filing of these Articles.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 22nd day of October, 2001.



Neville W. Sinclair

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of October, 2001, by Neville W. Sinclair, Incorporator, who is personally known to me or who produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of October, 2001.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:

(seal)



DEAN R. HALPER
COMMISSION # CC 693373
EXPIRES NOV 14, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

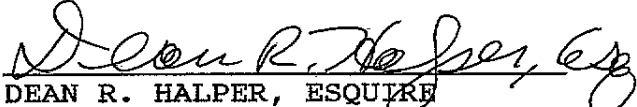
**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE
SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, FLORIDA STATUTES,
the following is submitted:

SINCLAIR MEDICAL BILLING SERVICES, INC. desiring to organize
under the laws of the State of Florida with its initialed
registered office as indicated in the Articles of Incorporation, at
7431-49 West Atlantic Avenue, Delray Beach, Florida 33446, has
named DEAN R. HALPER, ESQUIRE as its registered agent to accept
service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE:

Having been named as Registered Agent for the above
corporation for the purpose of accepting service of process
at the registered office designated in this certificate, I hereby
accept such appointment and acknowledge that I am familiar with and
accept the obligations and responsibilities of such office as
provided for in Florida Statutes 607.0505.


DEAN R. HALPER, ESQUIRE
7431-49 West Atlantic Avenue
Delray Beach, Florida 33446

SWORN TO before me this 22nd day of October, 2001.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:

(seal)



Denise A. Deckelboim
Commission # 00910541
Expires March 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
01 OCT 23 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA