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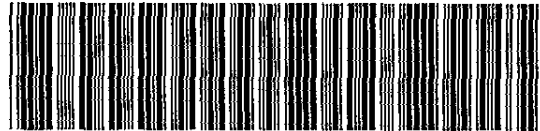
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2003 FEB 21 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2/24/03

*Karlick & Buckley*  
*Attorneys and Counselors at Law*  
*Suite 200 Republic Building*  
*1454 N.W. 17th Ave., Miami, FL 33125-2384*

February 18, 2003

*(305) 325-1561*

**FILED**  
2003 FEB 21 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

State of Florida  
The Capital  
Tallahassee, Florida 32314

Re: Genesis Physicians Medical Billing Inc.

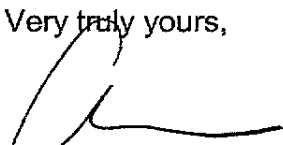
Gentlemen:

Enclosed please find original and one copy of a new proposed Florida Corporation (as above captioned) for filing. We are also enclosing our check in the sum of \$87.50 for the filing fees.

Please file same and return one conformed copy as soon as practicable in the envelope provided.

Thank you for your cooperation.

Very truly yours,

  
ARTHUR W. KARLICK  
AWK/nk  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
GENESIS PHYSICIANS MEDICAL BILLING, INC.**

**FILED**

2003 FEB 21 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I NAME AND PRINCIPAL ADDRESS**

The name of the corporation shall be: **GENESIS PHYSICIANS MEDICAL BILLING, INC.**, and the mailing address of the corporation shall be: 13317 SW 8<sup>TH</sup> Lane, Miami, FL 33184.

**ARTICLE II DURATION**

The corporation shall exist perpetually commencing on the date of this filing of these Articles of Incorporation.

**ARTICLE III ACTIVITIES AND PURPOSE**

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America. This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV STOCK**

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares". The shares shall be distributed as follows:

<b>NAME</b>	<b>OFFICE</b>	<b>SHARES</b>
ANA M. DYE	President	50
FRED DYE	Secretary/Resident Agent	50

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

#### **ARTICLE V STOCK VALUE**

All said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida. This corporation is organized and authorized to operate as a Subchapter "S" of the Internal Revenue Code of the United States.

#### **ARTICLE VI-PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

#### **ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 13317 SW 8<sup>th</sup> Lane, Miami, Florida 33184 and the name of the initial registered agent of this Corporation, at the above address is: FRED DYE.

#### **ARTICLE VIII BOARD OF DIRECTORS**

The corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation; however, there shall never be less than one (1). The names and mailing addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Mailing Address</u>
ANA M. DYE	13317 SW 8 <sup>th</sup> Lane Miami, Florida 33184
FRED DYE	13317 SW 8 <sup>th</sup> Lane Miami, Florida 33184

#### **ARTICLE IX INCORPORATOR**

The names and addresses of the incorporators of the corporation are ANA M. DYE, President, 13317 SW 8<sup>th</sup> Lane, Miami, Florida 33184 and FRED DYE 13317 SW 8<sup>th</sup> Lane, Miami, Florida 33184.

#### **ARTICLE X-INDEMNIFICATION OF OFFICERS**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

#### **ARTICLE XI-SHAREHOLDER PROPERTY**

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

#### **ARTICLE XII-CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

#### **ARTICLE XIII-AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREFORE, the undersigned, as incorporator, hereby executes these

Articles of Incorporation this 18 day of February, 2003.

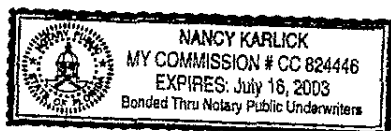
  
ANA M. DYE, President

  
FRED DYE, Secretary

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS.-

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANA M. DYE, as President and FRED DYE, Secretary of GENESIS PHYSICIANS MEDICAL BILLING, INC., known to me and known by me to the persons described in, and have produced their driver's licenses as identification and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the above Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of February 2003.



  
NOTARY PUBLIC-State of Florida

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act:

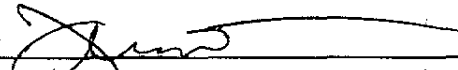
First, That GENESIS PHYSICIANS MEDICAL BILLING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida has named FRED DYE located at 13317 SW 8<sup>th</sup> Lane, County of Miami-Dade State of Florida 33184

as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By

  
FRED DYE, Resident Agent

**FILED**  
2003 FEB 21 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA