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TALLAHASSEE, FLORIDA

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BIVENS, JONES & ASSOCIATES

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August 22, 2003

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation of Medi-Free, Inc.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation of Medi-Free, Inc.

Also, enclosed is our check in the amount of \$70.00 to cover the filing fees. Please return the extra copy of the Articles for both incorporations to my office after they have been filed.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES


Burney Bivens, Esquire

BB\tam

Enclosures

ARTICLES OF INCORPORATION
OF
MEDI-FREE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is MEDI-FREE, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of medical billing and any other activity permitted in the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$.01 per share. The sum of \$75.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Duval County, and the address is 10618 Pinholster Road, Jacksonville, Florida 32218. The name of the initial registered agent is Burney Bivens, Esquire, and the initial registered office is 1543 Kingsley Avenue, Suite #18-B, Orange Park, Florida 32073.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII INITIAL DIRECTORS

The names and address of the person who shall serve as Director until the first annual meeting of the shareholders, or until his successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carol J. Williams	10618 Pinholster Road Jacksonville, Florida 32218
Bruce A. Williams	10618 Pinholster Road Jacksonville, Florida 32218

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Burney Bivens, Esquire	1543 Kingsley Avenue, #18-B Orange Park, Florida 32073

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

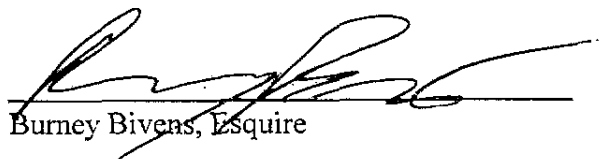
ARTICLE X - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

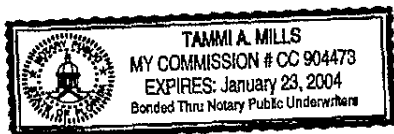
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 22nd day of August, 2003.

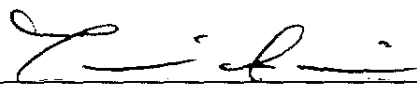

Burney Bivens, Esquire

STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared BURNEY BIVENS, ESQUIRE, who is well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 22nd day of August, 2003.





Notary Public - State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent for Medi-Free, Inc.



Burney Bivens, Esquire

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TALLAHASSEE, FLORIDA