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07/19/04--01037--009 \*\*78.75

EFFECTIVE DATE

07-112-04

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUL 19 PM 1:36

W04-27744

**Bernard S. Peck**  
Member FL & CT Bars

**Daniel D. Peck**  
Member FL & CT Bars

**Oscar Gonzalez**  
Member FL Bar

**Justin M. Savioli**  
Member FL Bar  
LL.M. in Taxation

**Peck & Peck**  
*Attorneys at Law*

Suite 103, Wachovia Bank Building  
5801 Pelican Bay Boulevard  
Naples, Florida 34108-2709

Telephone  
(239) 566-3600

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Facsimile  
(239) 566-3977

July 29, 2004

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

Re: MediBillChek, Inc.

Dear Madam:

We enclose a copy of your July 20, 2004 letter. We also enclose for filing the original and one copy of the Articles of Incorporation for the above named corporation. Our check to your order in the amount of \$78.75 representing the filing fee was previously received by your office.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

DDP/ljs  
Encl.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 20, 2004

DANIEL D PECK ESQ  
5801 PELICAN BAY BLVD SUITE 103  
NAPLES, FL 34108-2709

SUBJECT: MEDICLAIM, INC.  
Ref. Number: W04000027744

We have received your document for MEDICLAIM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 804A00045914

ARTICLES OF INCORPORATION

OF

MEDIBILLCHEK, INC.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is MEDIBILLCHEK, INC. and its principal address is 4994 Christina Court, Naples, Florida 34112.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of consultation, operating and managing a medical bill and claim consultation, management, processing and payment business and for all other purposes allowed a Florida corporation.

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DEFECTIVE DATE  
07-16-04

#### ARTICLE IV

#### CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4994 Christina Court, Naples, Florida 34112 and the name of the initial registered agent of this corporation at that address is Robyn R. Scott.

#### ARTICLE VI

#### INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and address of the initial directors of this corporation are: Dr. Norman Scott and Robyn R. Scott, both of 4994 Christina Court, Naples, Florida 34112.

#### ARTICLE VII

#### INCORPORATOR

The names and address of the person signing these Articles is Robyn R. Scott, 4994 Christina Court, Naples, Florida 34112.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE IX

### SHAREHOLDER QUORUM

Sixty percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

## ARTICLE X

### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## ARTICLE XI

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct. An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 29<sup>th</sup> day of July, 2004.

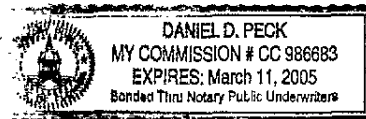
  
Robyn R. Scott, Incorporator L.S.

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Robyn R. Scott personally known to me to be the person who executed these Articles of Incorporation, and she acknowledged before me that as her free act she executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29<sup>th</sup> day of July, 2004.

Daniel D. Peck  
Notary Public



My Commission Expires:

I, Robyn R. Scott, agree to serve as resident agent and accept service for MEDIBILLCHEK, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 29<sup>th</sup> day of July, 2004.

Robyn R. Scott  
ROBYN R. SCOTT

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DIVISION OF CORPORATIONS  
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