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TALLAHASSEE, FLORIDA
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T. Bureh OCT 25 2010

SHUMAKER
Shumaker, Loop & Kendrick, LLP

MEREDITH D. DENOME
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mdenome@slk-law.com

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101 East Kennedy Boulevard 813.229.1660 fax
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Tampa, Florida 33602

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October 21, 2010

Florida Department of State
Corporate Filings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Physicians Billing Group, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Incorporation for Physicians Billing Group, Inc. Also enclosed is Shumaker, Loop & Kendrick, LLP's check number 100634 in the amount of \$78.75 for payment of the filing fee, registered agent designation and a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,



Meredith D. DeNome

MDD/mb
Enclosures

**ARTICLES OF INCORPORATION
OF
PHYSICIANS BILLING GROUP, INC.**

The undersigned incorporators make, subscribe, acknowledge and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be Physicians Billing Group, Inc.

ARTICLE II

TERM OF EXISTENCE

The duration of this Corporation shall be perpetual until dissolved according to law.

ARTICLE III

CORPORATE PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this Corporation is authorized to issue at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent of this Corporation shall be Ronald A. Christaldi. The street address of the initial registered agent of this Corporation shall be Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

ARTICLE VI

PRINCIPAL OFFICE

The street and mailing address of the initial principal office of this Corporation shall be 13107 Greengage Lane, Tampa, Florida 33612.

ARTICLE VII

BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) director. Except for the number constituting the initial Board of Directors, the election of directors shall be decided by majority vote of the shareholders.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and street address of the members of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his or her successor is elected and qualified, or until his or her resignation, removal from office, or death is:

Name:

Don R. Jones

Address:

13107 Greengage Lane
Tampa, Florida 33612

Helen Jones

13107 Greengage Lane
Tampa, Florida 33612

ARTICLE IX

VOTING

The method of voting on corporate matters shall be as set forth in the Bylaws.

ARTICLE X

INCORPORATOR

The names and street addresses of the incorporators are:

Don R. Jones
13107 Greengage Lane
Tampa, Florida 33612

Helen Jones
13107 Greengage Lane
Tampa, Florida 33612

ARTICLE XI

BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XII

INDEMNIFICATION

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

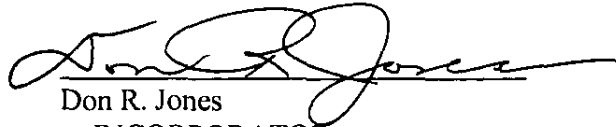
ARTICLE XIII

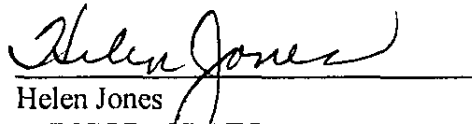
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation or any provision herein may be amended, changed or repealed at any time by a resolution, adopted by a majority vote of the Board of Directors at any

annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

18th IN WITNESS WHEREOF, the incorporators executed these Articles of Incorporation this day of October, 2010.



Don R. Jones
as INCORPORATOR


Helen Jones
as INCORPORATOR

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Registered Agent-Ronald A. Christaldi

October 21, 2010
Date