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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-02-8-0000
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NAME: BILLINGS M.D., INC.
FAX AUDIT NUMBER: H95000002101
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ARTICLES OF INCORPORATION

OF

BILLINGS M.D., INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

ARTICLE I

NAME

The name of this corporation shall be:

BILLINGS M.D., INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. Medical billing service

b. To conduct and operate any and all other kind of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 50 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be no less than \$500.00

Manuel J. Mari, Esq.
250 Bird Rd. #102
Coral Gables, FL 33146
(305) 444. 9100 / FBN. 302880

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ARTICLE V**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be at 22 Salamanca Avenue, Coral Gables, Florida 33134 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII**NUMBER OF DIRECTORS**

The number of directors of this corporation shall be not less than 1 and no more than 5. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII**DIRECTORS**

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Miguel Diaz-Fundora	22 Salamanca Avenue Coral Gables, Florida 33134

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ARTICLE IX**SUBSCRIBERS**

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Miguel Diaz-Fundora	22 Salamanca Avenue Coral Gables, FL 33134	<u>50</u>	<u>\$500.00</u>
_____	_____	_____	_____
_____	_____	_____	_____

ARTICLE X**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI**REGISTERED AGENT**

The name and address of the initial registered agent of the corporation shall be:

Manuel J. Mari, Esq.
250 Bird Road
Suite 102
Miami, FL 33146

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ARTICLE XII**OFFICERS**

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>
Miguel Diaz-Fundora	22 Salamanca Avenue Coral Gables, FL 33134	President

IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herei nabove set forth, and hereunto set our hands and seal, this 22 day of February, 1995.

 (SEAL)

____ (SEAL)

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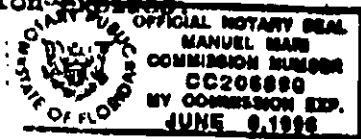
STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared Manuel Diaz Padiso who is known to me to be the persons described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signers respectively and respectfully, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal at Miami, Dade County, Florida this 22 day of February, 1995.

Manuel J. Maffi
NOTARY PUBLIC State of Florida
at Large

My commission expires



CONSENT OF RESIDENT AGENT

Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Manuel J. Maffi
Manuel J. Maffi

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