

ARTICLES OF INCORPORATION
OF
MERE'S MEDICAL BILLING, INC.

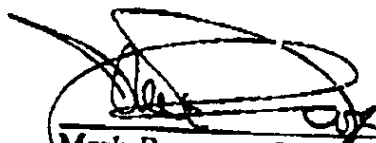
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TALLAHASSEE, FLORIDA

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Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide:

1. The name of the corporation is Mere's Medical Billing, Inc.
2. The principal office and mailing address of this Corporation shall be 15211 N.W. 60th Avenue, Miami Lakes, Florida 33014.
3. The number of shares this Corporation is authorized to issue is 200, all Common Stock with \$1.00 par value.
4. The street address of the initial registered office of the Corporation is 1840 West 49th Street, Suite 510, Hialeah, Florida 33012, and the name of the initial registered agent of the Corporation at that address is Mark Penzer.
5. The name and address of the person signing these Articles of Incorporation as incorporator is Mark Penzer, 1840 West 49th Street, Suite 510, Hialeah, Florida 33012.
6. The Corporation elects to have preemptive rights.

The undersigned has executed these Articles of Incorporation this 30th day of March, 1995.

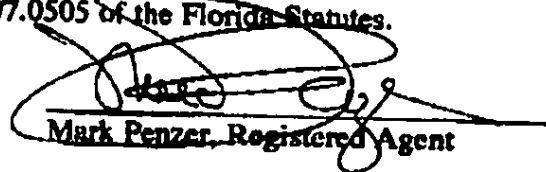

Mark Penzer as Incorporator
FL. BAR NO. 346421

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for Mere's Medical Billing, Inc., at the address designated in its Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.


Mark Penzer, Registered Agent

Dated: March 30, 1995

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FAX: (904) 922-4000

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H95000003961))) DOCUMENT TYPE: BASIC AMENDMENT

NAME: MERE'S MEDICAL BILLING, INC.

FAX AUDIT NUMBER: H95000003961

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/06/1995

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERE'S MEDICAL BILLING, INC.

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Pursuant to Section 607.1006, Florida Statutes, this Corporation adopts the following article of amendment to its Articles of Incorporation (document number 95000025555):

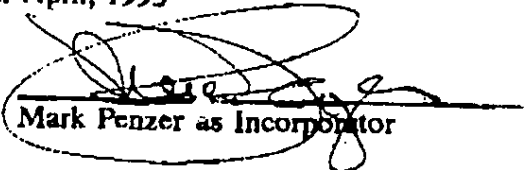
FIRST: The Articles of Incorporation of the Corporation is amended to add Article number 7 as follows:

7. The initial director, President and Secretary of this corporation is MARIELY C. MUNIZ and she shall continue to serve in such capacities until a successor is duly named as provided in the By-laws.

SECOND: The date of the foregoing amendment's adoption was April 5, 1995.

THIRD: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 6th day of April, 1995


Mark Penzer as Incorporator

Prepared by:

mark Penzer
1840 W. 49 St #510
Hialeah, FL 33012
305-828-6400

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