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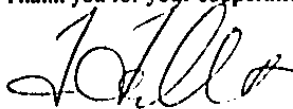
Division Of Corporations

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To Whom It May Concern:

The enclosed Articles of Incorporation of MDC Medical Billing Services, Inc. are submitted to your office for review. We request to be certified as a Florida corporation.

If you have any questions or need more information, please call me @ 1-407-477-0314.
Thank you for your cooperation.



Tim Talbert

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CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MDC MEDICAL BILLING SERVICES, INC.

ARTICLE I
NAME

The name of this corporation is MDC MEDICAL BILLING SERVICES, INC.

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of these Articles of Incorporation. This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7500) shares of One Dollar (1.00) par value common stock.

ARTICLE V
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION

The principal office and mailing address of this corporation is 20423 STATE RD. 7, SUITE 323 BOCA RATON, FL 33498.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is
9434 AEGEAN DRIVE, BOCA RATON, FLORIDA 33496
and the name of the initial registered agent of this corporation is
Timothy M. Talbert.

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ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Name	Address
Timothy M. Talbert	9434 Aegean Drive Boca Raton, FL 33496
Brenda D. Talbert	9434 Aegean Drive Boca Raton, FL 33496

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Each shareholder of the Corporation shall have full pre-emptive rights to purchase any unused or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unused or treasury shares.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles are:

Name	Address
Timothy M. Talbert	9434 Aegean Drive Boca Raton, FL 33496

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

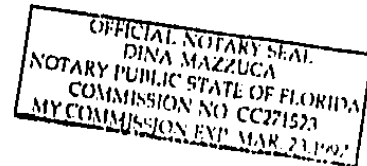
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of April, 1995.

Timothy M. Talbert
Timothy M. Talbert

STATE OF FLORIDA)
 DECEASED
COUNTY OF ~~PALM BEACH~~)

The foregoing instrument was acknowledged before me this 3rd day of April, 1995 by Timothy M. Talbert, President of MDC MEDICAL BILLING SERVICES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced [] as identification and did [did not] take and oath.

Dina Mazzuca
Notary Public



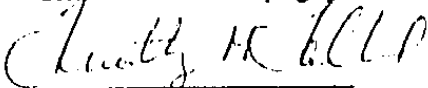
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501 (3), Florida Statutes, the following is submitted in compliance with said Sections:

MDC MEDICAL BILLING SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Timothy M. Talbert, located at 9434 Aegean Drive, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.



Timothy M. Talbert
Registered Agent

Date: April 4, 1995

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