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FISHBACK, DOMINICH, BENNETT, STEPTEN,

ARDAMAN & BONUM

170 EAST WASHINGTON STREET

ORLANDO, FLORIDA 32801-2397

G. BEN FISHBACK (8893-1063)

MARK F. AHLERS
A. KURT ARDAMAN
JOHN F. BENNETT
PHILIP F. BONUM
JULIAN K. DOMINICH
LISA A. ESPOSITO
MARK FLEMING FISHER
DAVID S. McDONALD
CHARLES R. STEPTEN, JR.

TELEPHONE (407) 425-2706
FAX (407) 425-2863

May 31, 1995

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Medicom Billing Services, Inc.
Articles of Incorporation
Our File No.: N109-12493

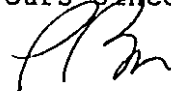
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****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of MEDICOM BILLING SERVICES, INC., along with our law firm check #21656 in the amount of \$122.50 for the filing fee and certified copy. Please file the Articles of Incorporation and return the charter to our office.

Thank you for your assistance in this matter. Please call me if you have any questions.

Yours sincerely,



Philip F. Bonus

PFB/scp
Enclosures
cc: Mr. and Mrs. N. Earl Nolle

FILED
65 JUN -5 PM 6:33

JAB
6/12/95

ARTICLES OF INCORPORATION
OF
MEDICOM BILLING SERVICES, INC.

FILED
95 JUN -6 PM 6:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators pursuant to Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is MEDICOM BILLING SERVICES, INC.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or her shares to the other shareholders at a fair and reasonable price, or otherwise as may be set forth in a buy-sell agreement between all shareholders, the creation of which is hereby authorized, and which, if created shall be binding upon and mandatorily adhered to by all shareholders, except upon written waiver thereof unanimously signed by all of the record shareholders existing at the time of such waiver.

B. All additional shares of common stock issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly issued stock proportionate to their respective holdings prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 4613 Oak Cove Lane, Orlando, Florida 32806.

The initial mailing address of this Corporation is 4613 Oak Cove Lane, Orlando, Florida 32806.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is N. EARL NOLLE, and the address of this initial Registered Agent is 4613 Oak Cove Lane, Orlando, Florida 32806.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be more than five (5) nor less than one (1). The name and address of the initial directors of this Corporation are:

N. EARL NOLLE
4613 Oak Cove Lane
Orlando, Florida 32806

ELIZABETH WILSON-NOLLE
4613 Oak Cove Lane
Orlando, Florida 32806

ARTICLE IX. INCORPORATOR

The names and addresses of the persons signing these Articles as Incorporators are:

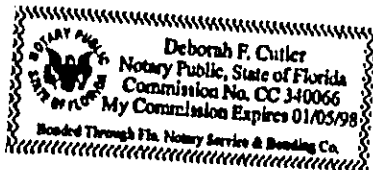
N. EARL NOLLE
4613 Oak Cove Lane
Orlando, Florida 32806

ELIZABETH WILSON-NOLLE
4613 Oak Cove Lane
Orlando, Florida 32806

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by ELIZABETH WILSON-NOLLE, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and who is personally known to me ~~or who has produced~~ (appeared in person) as identification.

NOTARY PUBLIC:



Sign: Deborah F. Cutler
Print: Deborah F. Cutler
State of Florida at Large (Seal)
Commission Number: CC 340066
My Commission Expires: 01/05/98

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

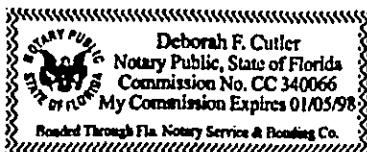
I HEREBY ACCEPT the designation, duties, and responsibilities as Registered Agent of MEDICOM BILLING SERVICES, INC., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.

N. EARL NOLLE
N. EARL NOLLE, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by N. EARL NOLLE, described as the REGISTERED AGENT for MEDICOM BILLING SERVICES, INC., and who executed the foregoing designation as REGISTERED AGENT, and who is personally known to me ~~or has produced~~ (appeared in person) as identification.

NOTARY PUBLIC:



Sign: Deborah F. Cutler
Print: Deborah F. Cutler
State of Florida at Large (Seal)
Commission Number: CC 340066
My Commission Expires: 01-05-98

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors, and must be ratified by a majority of the shareholders.

ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of the shareholders of this Corporation.

DATED: May 31, 1995.

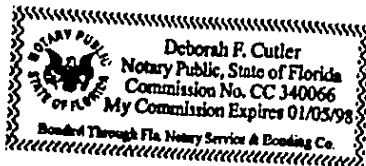
N. Earl Nolle
N. EARL NOLLE, Incorporator

Elizabeth Wilson-Nolle
ELIZABETH WILSON-NOLLE, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by N. EARL NOLLE, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and who is personally known to me ~~or who has produced~~ (appeared in person) as identification.

NOTARY PUBLIC:



Sign: Deborah F. Cutler
Print: Deborah F. Cutler
State of Florida at Large (Seal)
Commission Number: CC 340066
My Commission Expires: 01/05/98