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TRANSMITTAL LETTER

Department of State
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Professional Reimbursement Managers, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation.

FROM: Mery Acosta
1736 S.W. 23rd Terrace
Miami, FL 33145
(305) 996-4327 Day

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Professional Reimbursement Managers, Inc.**

**ARTICLE I
NAME**

The name of the Corporation formed hereunder will be Professional Reimbursement Managers, Inc.. The principal place of business is located at 1736 S.W. 23rd Terrace, Miami, Fl 33145.

**ARTICLE II
PURPOSE**

The purpose of the corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III
DURATION**

The corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares stock which the corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director (s), initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name (s) and address (es) of the initial director (s) of this corporation is (are):

Mery Acosta
1736 S.W. 23rd Terrace
Miami, Fl 33145

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ARTICLE VI
INCORPORATOR

The name and address of the incorporator (s) signing these Articles of Incorporation is: Mery Acosta, 1736 S.W. 23rd Terrace, Miami, Fl 33145 .

ARTICLE VII
BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by the Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE III
AMENDMENT

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

ARTICLE IX
ASSETS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation act, except that this corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior shareholders' approval.

ARTICLE X
REGISTERED AGENT

The registered agent of this corporation shall be Mery Acosta whose address is 1736 S.W. 23rd Terrace, Miami, Fl 33145.

ARTICLE XI
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general power conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all the following powers:

(a) *To enter into, or become partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or corporation.*

(b) *At its option, to purchase and acquire any or all of its stock owned and held by any set shareholder who should*

desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A Pension Plan;*
- (ii) A profit-sharing plan;*
- (iii) A restricted stock option plan;*
- (iv) A medical reimbursement plan;*
- (v) Other retirement or incentive compensation plan.*

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set her (their) hand and seal this 12 day of Jun, 1994 the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files the Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of her (their) knowledge, information and belief.

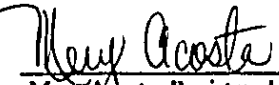
Mery Acosta

Mery Acosta, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of **Professional Reimbursement Managem, Inc.**, do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

DATED at Miami, Dade County, Florida, this 12th day of Jun, 1994



Mary Acosta, Registered Agent

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