

**P95000051589**

**TRANSMITTAL LETTER**

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

200001529402  
-07/03/95--01031--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Genesis Medical Reimbursement, Inc.  
(Name of Corporation)

Enclosed is an original and one (1) copy of the articles of incorporation regarding the subject corporation. Please file and return same at your earliest convenience. Thank you.

From & Return To:

Rick Sharla  
Paralegal  
Rasco International Corp.  
d/b/a Expert Paralegals TM  
5030 South Highway 17/92  
Casselberry, Florida 32707  
(407) 339-1220

FILED  
95 JUL -3 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Polyp  
3:00*

**ARTICLES OF INCORPORATION**  
**OF**  
**GENESIS MEDICAL REIMBURSEMENT, INC.**

95 JUL -3 PM 2:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

**ARTICLE ONE - NAME**

The name of the corporation shall be: Genesis Medical Reimbursement, Inc.

**ARTICLE TWO - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be

327 S. Wilma Street  
Suite 300  
Longwood, Florida 32750

**ARTICLE THREE - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE FOUR - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE FIVE - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Common	N/A	1000

#### ***ARTICLE SIX - INITIAL REGISTERED AGENT***

The name and address of the initial registered agent and registered office is

Nicholas H. VandenBrekel  
327 S. Wilma Street  
Suite 300  
Longwood, Florida 32750

#### ***ARTICLE SEVEN - INITIAL DIRECTOR***

The number of directors constituting the initial Board of Directors of the corporation is one, and the name of the person(s) who is(are) to serve as a director(s) until the organizational meeting or until the first meeting of shareholders or until his(their) successor(s) is(are) elected and qualified is(are)

Nicholas H. VandenBrekel

#### ***ARTICLE EIGHT - LIMITATION OF LIABILITY***

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ***ARTICLE NINE - SELF DEALING***

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE TEN - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is

Nicholas H. VandenBrek  
327 S. Wilma Street  
Suite 300  
Longwood, Florida 32750

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 30th day of June, 1995.

A handwritten signature in black ink, appearing to read 'Nicholas H. VandenBrek', is written over a horizontal line.

Nicholas H. VandenBrek  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Genesis Medical Reimbursement, Inc.

2. The name and address of the registered agent and office is:

Nicholas H. VandenBrekel  
327 S. Wilma Street  
Suite 300  
Longwood, Florida 32750

FILED  
95 JUL -3 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and to agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and i am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Nicholas H. VandenBrekel

6/30/95  
(Date)