

095000051776

H. DILLON GRAHAM, III, P.A.
210 Bankers Savings Bank
2222 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Telephone (305) 445-9185 Fax (305) 444-8015

June 27, 1995

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Mitchell Medical Transcriptions, Inc.

Dear Sirs:

Enclosed are the Articles of Incorporation for Mitchell Medical Transcriptions, Inc. and a check in the amount of \$122.50 in payment of the following:

\$35.00	-	Filing Fee;
\$35.00	-	Registered Agent Fee;
<u>\$52.50</u>	-	Certified Copy of the Articles of
\$122.50		Incorporation

Your prompt return of the certified copy of the Articles of Incorporation to my attention at the above address will be appreciated.

Very truly yours,

H. Dillon Graham, III
For the firm

HDG/dg mitchel2

Enclosure

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(7)

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****122.50 ****122.50

ARTICLES OF INCORPORATION OF
MITCHELL MEDICAL TRANSCRIPTIONS, INCORPORATED

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is: MITCHELL MEDICAL TRANSCRIPTIONS, INCORPORATED.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:
To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 8200 SW 94th Street, Miami, Florida 33156.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE IX

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is:

Julie Richardson - 8200 SW 94th Street
Miami, Florida 33156

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 8200 SW 94th Street, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Julie Richardson.

ARTICLE XI

INDEMNIFICATION

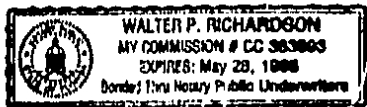
To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of
Incorporation on this 23rd day June, 1995.

By: Julie Richardson
Julie Richardson

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me by Julie Richardson, individually. She is personally known to me and did take oath, this 23rd day of June, 1995.



Walter P. Richardson
Notary Public, State of Florida
at Large

My Commission expires: 5-28-98

Name of Notary: Walter P. Richardson

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By: Julie Richardson
Registered Agent

P95000051776

H. DILLON GRAHAM, III
Attorney at Law
210 Bankers Savings Bank
2222 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Telephone (305) 445-9185

July 11, 1995

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

RECEIVED
JUL 11 1995
TALLAHASSEE, FLORIDA

Re: Mitchell Medical Transcriptions, Inc.

Dear Sirs:

Enclosed are the Articles of Amendment of the Articles of Incorporation for Mitchell Medical Transcriptions, Inc. and a check in the amount of \$87.50 in payment of the following:

\$35.00	-	Filing Fee;
<u>\$52.50</u>	-	Certified Copy of the Articles of
\$87.50		Amendment

Your prompt return of the certified copy of the Articles of Amendment to my attention at the above address will be appreciated.

Sincerely,

H. Dillon Graham, III

Enclosure

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MITCHELL MEDICAL TRANSCRIPTIONS, INCORPORATED
A FLORIDA CORPORATION

95 JUL 25 AM 6:37

Pursuant to the provisions of Section 607.187 (1) of the Florida Statutes, the undersigned corporation adopts these Articles of Amendment to its Articles of Incorporation:

1. Article 1 of the Articles of Incorporation of Mitchell Medical Transcriptions, Inc., a Florida corporation, is hereby amended to read as follows:

"ARTICLE 1"
NAME

The name of the corporation is:

"Mitchell Medical Services, Inc."

2. The foregoing amendment is made and adopted as of the date hereof by the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment on this 12 day of July, 1995.

Mitchell Medical Services, Inc.

Julie Richardson
Julie Richardson
President, Secretary and Treasurer

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me by Julie Richardson, as President of Mitchell Medical Services, Inc., a Florida Corporation, on behalf of the corporation. He/She is personally known to me as identification and did take oath, this 12 day of July, 1995.



Walter P. Richardson
Notary Public, State of Florida
at Large

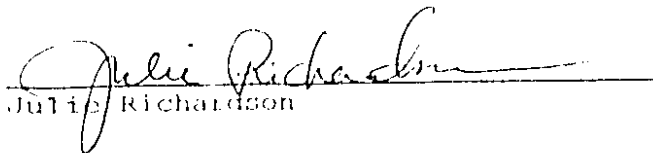
My Commission expires: 5-28-98

Walter P. Richardson
Name of Notary

UNANIMOUS ACTION OF THE
SHAREHOLDERS OF

The undersigned, being all of the shareholders of Mitchell Medical Transcriptions, Inc., a Florida corporation, do hereby adopt the Articles of Amendment to the Articles of Incorporation of Mitchell Medical Transcriptions, Inc., dated July, 1995, in which the name of the corporation is changed to "Mitchell Medical Services, Inc.".

DATED this 12 day of July, 1995.


Julie Richardson