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FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2870

TALLAHASSEE, FL 32399

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PHONE: (305) 358-2571

FAX: (305) 358-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RETAINED BILLING GROUP, INC.

FAX AUDIT NUMBER: H95000008224

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 27, 1995

ACE INDUSTRIES, INC.

MIAMI, FL

SUBJECT: BETAMED BILLING GROUP, INC.
REF: W95000013100

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

FAX Aud. #: H95000008224
Letter Number: 995A00035653

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BETAMED BILLING GROUP, INC.

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ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33130
305-359-2571

H95-8224

ARTICLES OF INCORPORATION
OF
BETAMED BILLING GROUP, INC.

ARTICLE I: NAME

The name of this corporation is:
BETAMED BILLING GROUP, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the object and purposes to be transacted and carried on are:

To conduct any and all business not prohibited by the laws of the United States and the State of Florida, including but not limited to, the sales and marketing of developing, marketing, providing and refining electronic medical billing services.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any time is: ONE THOUSAND FIVE HUNDRED shares with TWO (\$2.00) DOLLAR par value.

H95-8224

H95-8224

ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than \$3,000.00.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial post office of the principal office of this corporation in the State of Florida is:

8950 SW 69th Ct., #102, Miami, FL 33156

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII: DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time according to the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and post office address of the members of the first board of directors, who subject to the provisions of these Articles of Incorporation, the Bylaws and the laws of

H95-8224

#95-8224

the State of Florida, shall hold office for the first year of the corporations existence, or until his/her/their successor(s) is/are elected and has/have qualified are:

GODFREY BROWN, 535 NW 210th ST, APT. 204, MIAMI, FL 33169

LY LIMA, 2165 SW 26th ST, MIAMI, FL 33133

BILL NICHOLSON, 8950 SW 69th CT. APT. 102, MIAMI, FL 33156

ARTICLE IX: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE X: DESIGNATION OF REGISTERED RESIDENT AGENT AND INCORPORATORS

BILL NICHOLSON is hereby named as registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office: 8950 SOUTHWEST 69TH COURT, MIAMI, FL 33156.

GODFREY BROWN, LY LIMA and BILL NICHOLSON are hereby named as incorporators for this corporation.


GODFREY BROWN
INCORPORATOR


LY LIMA
INCORPORATOR


BILL NICHOLSON
INCORPORATOR

#95-8224

H95-8224

ACKNOWLEDGMENT AND ACCEPTANCE OF DESIGNATION AS
REGISTERED RESIDENT AGENT

Having been named as registered agent and to accept service of process for BETAMED BILLING GROUP, INC. at the place designated before in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance obligations of my position as registered agent.

Having been named as a registered agent, I agree to act in this capacity

Bill Nicholson
BILL NICHOLSON
REGISTERED AGENT

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared:

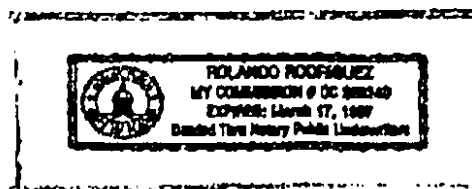
BILL NICHOLSON

who after being duly sworn and under oath say and acknowledge:

That he signed the above and foregoing articles of Incorporation accepting the designation of registered agent of this corporation, this 25th day of July, 1995

My Commission Expires: _____

[Signature]
Notary Public, State of Florida



H95-8224

HQ5-8224

ACKNOWLEDGMENT AND ACCEPTANCE OF DESIGNATION AS INCORPORATOR

Having been named as an incorporator of BETAMED BILLING GROUP, INC., I hereby accept the appointment incorporator and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance obligations of my position as incorporator.

Having been named as an incorporator, I agree to act in this capacity

**GODFREY BROWN
INCORPORATOR**

LY LIMA
INCORPORATOR

BILL NICHOLSON
BILL NICHOLSON
INCORPORATOR

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared:

GODFREY BROWN, LY LIMA and BILL NICHOLSON

who after being duly sworn and under oath say and acknowledge:

That he signed this above and foregoing articles of Incorporation accepting the designation of incorporator of this corporation, this 25th day of July, 1995

My Commission Expires

Notary Public, State of Florida

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Page 6 of 6

HQ5-8224

