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((H96000017755 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HEALTH CARE BILLING SERVICES, INC.

AUDIT NUMBER.....H96000017755

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

12/19/96  
7/15

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**ARTICLES OF INCORPORATION  
OF  
HEALTH CARE BILLING SERVICES, INC.**

**H96000017755**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is **HEALTH CARE BILLING SERVICES, INC.**

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

Prepared by: **VILA & PADRON, P.A.**  
Oscar J. Vila, III (Fla. Bar #899976)  
338 Minorca Ave.  
Coral Gables, FL 33134  
(305) 461-4888

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**ARTICLE V**

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**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation in the State of Florida is 338 Minorca Ave., Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Oscar J. Vila, III.

**ARTICLE VI**

**PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be: 6356 Northwest 82nd Ave., Miami, Florida 33166.

**ARTICLE VII**

**INCORPORATOR**

The name and address of the incorporator subscribing to these Articles of Incorporation is Oscar J. Vila, III, 338 Minorca Avenue, Coral Gables, Florida 33134.

**ARTICLE VIII**

The names and street addresses of the initial Officers and Directors, who shall hold office the first day of the corporation's existence until their successors are elected are:

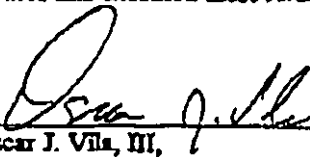
President: Severo Pino

**ARTICLE IX**

**INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th of December, 1996.

  
Oscar J. Vila, III,  
Incorporator

H96000017755

CERTIFICATE OF REGISTERED AGENT  
OF  
HEALTH CARE BILLING SERVICES, INC.

H96000017755

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That HEALTH CARE BILLING SERVICES, INC., desiring to organize under the laws of the State of Florida, has named Oscar J. Vila, III, Vila & Padron, P.A., 338 Minorca Ave., Coral Gables, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 18th day of December, 1996.

By: \_\_\_\_\_

Oscar J. Vila, III

STATE  
OF FLORIDA  
TALLAHASSEE, FLORIDA

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LAW OFFICES

VILA & PADRON, P.A.

338 MINORCA AVENUE

CORAL GABLES, FLORIDA 33134

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

Florida Department of State, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a The name of the corporation is HEALTH CARE BILLING SERVICES, INC

1a Date of incorporation 12/19/96 Document No H96000017755

2 The name and address of the current registered agent and office are:

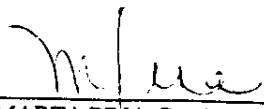
Oscar J. Vila, III  
338 Minorca Avenue  
Coral Gables, FL 33134

3 The name and address of the new registered agent and office

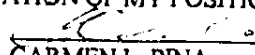
Carmen L. Pina  
6356 N.W. 82nd Avenue  
Miami, Florida 33166

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution adopted by its board of directors or by an officer so authorized by the board.

  
\_\_\_\_\_  
MARTA PINA, President  
Date: 8-15-97

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 AGREE TO ACT IN THIS CAPACITY I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE APPROPRIATE AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT

  
\_\_\_\_\_  
CARMEN L. PINA, Registered Agent  
Date: 8-15-97