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Law Offices

ROBERT A. SKEELS
Attorney & Counselor At Law

444 Third Street
Neptune Beach, FL 32266

Telephone (904) 247-1305
Fax (904) 247-0295

March 4, 1996

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

800001787008
-03/08/96--01044--006
***122.50 ***122.50

Re: ASSOCIATED HEALTHCARE BILLING SERVICES, INC.

Dear Sirs:

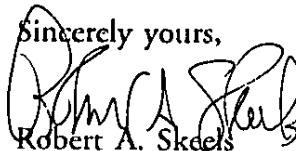
In connection with the incorporation of the above captioned company, you will please find enclosed herewith the Articles of Incorporation, in duplicate, together with the Registered Agent certificate designating the registered agent for service of process within the State of Florida.

You will also please find enclosed payment in the amount of \$122.50 to cover the following costs:

Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent:	35.00
Total:	\$122.50

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,


Robert A. Skeels

Encls: Articles of Incorporation (Original and 1 Copy)
Registered Agent certificate (Original)
Payment - \$122.50

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR -8 AM 11:28

FILED

GB 3/12/96

THE UNIVERSITY OF CHICAGO

96 MAR -8 AM 11:28

CLERK OF STATE
TALLAHASSEE, FLORIDA

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of Florida.

Article VII - Directors

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

VINCENT T. WRIGHT
1618 Strand Street
Neptune Beach, Florida 32266

CAROL Y. WRIGHT
12601 SW 92nd Court
Miami, Florida 33176

Article IX - Subscriber

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

VINCENT T. WRIGHT
1618 Strand Street
Neptune Beach, Florida 32266

Article X - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

Article XI - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article XII - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or

association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Article XIII - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIV - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XV - No Preemptive Rights


No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

Article XVI - Reservations

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this

reservation.

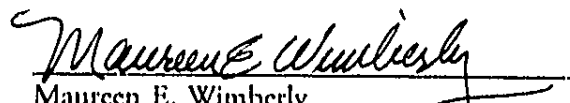
IN WITNESS WHEREOF, the Subscriber has executed these Articles on March 4, 1996.



VINCENT T. WRIGHT
Subscriber

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.

The foregoing instrument was acknowledged before me on March 4, 1996 by VINCENT T. WRIGHT who is personally known to me or produced his current Florida Drivers License as identification and who did take an oath.



Maureen E. Wimberly
Notary Public, State Of Florida

WITNESS My Commission:



MAUREEN E. WIMBERLY
MY COMMISSION # CC389029 EXPIRES
August 1, 1998
BONDED THIRD TRUST FARM INSURANCE, INC.

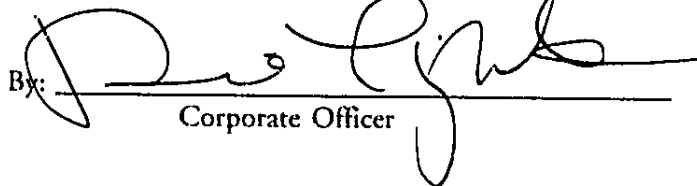
REGISTERED AGENT CERTIFICATE

ASSOCIATED HEALTHCARE BILLING SERVICES, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Robert A. Skeels, located at 444 Third Street, Neptune Beach, Florida 32266 as its agent to accept service of process within this state.

OFFICERS: President	VINCENT T. WRIGHT 1618 Strand Street Neptune Beach, Florida 32266
Vice President	Vacant
Secretary	VINCENT T. WRIGHT 1618 Strand Street Neptune Beach, Florida 32266
Treasurer	VINCENT T. WRIGHT 1618 Strand street Neptune Beach, Florida 32266

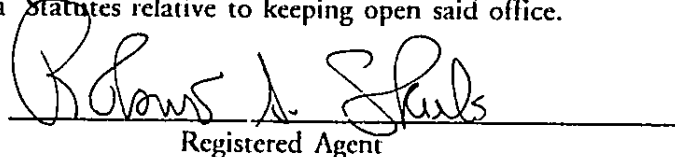
DIRECTORS:	VINCENT T. WRIGHT 1618 Strand Street Neptune Beach, Florida 32266
	CAROL Y. WRIGHT 12601 SW 92nd Court Miami, Florida 33176

FILED
96 MAR -8 AM 11:28
CLERK OF THE STATE
JUDICIAL CIRCUIT IN FLORIDA

By: 
Corporate Officer

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative to keeping open said office.


Registered Agent