MAR-27-1996 3/27/96 PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY DEPARTMENT OF STATE

1492 W FLAGLER ST STATE OF FLORIDA

BUITE 200 409 EAST GAINES STREET MIAMI FL 33135-TALLAHASSEE, FL 32389

CONTACT: RAY **STORMONT** FAX: (904) 922-4000 PHONE: (305) 541-3694 FAX: (305) 541-3770

(((H9B000004441))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNIVERSAL MEDICAL SERVICES, INC.

FAX AUDIT NUMBER: H98000004441 CURRENT STATUS: REQUESTED DATE REQUESTED: 03/27/1990 TIME REQUESTED: 15:16:52

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ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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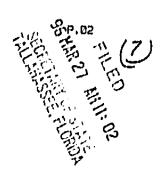
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William Carle



ARTICLES OF INCORPORATION

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UNIVERSAL MEDICAL SERVICES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Plorida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: UNIVERSAL MEDICAL SERVICES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Plorida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 9044 WEST ATLANTIC BLVD. SUITE 327 CORAL SPRINGS PLORIDA 33071

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, vis:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:
 (3) Medical transcription services provider.

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT EMPIRE CORPORATE KIT COMPANY, 1492 West Flagler Strant # 200 Miemi, Florida 33135-2209 (305) 541-3694

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To purchase, take, receive, losse, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortigage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, usu, employ, sell, mortgage, lund, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish ponuion plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indomnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 10,000,000 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: ERIC J. HILLER, ESQ. 10800 BISCAYNE BLVD. #800 MIAHI FLORIDA 33161

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

DAYSI LEON 9044 WEST ATLANTIC BLVD. SUITE 327 CORAL SPRINGS FLORIDA 33071

ARTICLE VIII

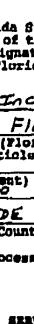
The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 W. FLAGLER STREET #200 HIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 27 day of MARCH ,1996.

Ancorporator
RAF C. STORMONT FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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P.07

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuent to the provisions of section 607.0501, Plorida Statutes, the undersigned corporation, organized under the laws of the State of Plorida, subsite the following statuent in designating the registered office/registered agent, in the state of Plorida.

First that	t Unive	roal Medical Service	s, Inc.
desiring to	ocganise unda	(Name of Corporation) ar the laws of the State of	e Florida
	incipal office has named	ce, as indicated in the	(Florida)
located at	10800	Name of Registered Biscayne Bouleand W	Agent)
City of	MIAMI		DADE
	(City)		(County)

State of Florida, as its agent to accept service of process within this sate.

HAVIEG BEEN MAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I PURTHER 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 COLLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Registered Agen

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Mail this postcard to businesses and people who se	end you mail.
Please send mail to new address beginning: [ABDA SI] Month: Day Year My Name (Last name, Inst name, middle initial) OLD Compilete Street Address or PO Box or Rural Route and RR Box [COLOTE OF State Street Address or PO Box or Rural Route and RR Box [COLOTE OF DATE OF STATE STA	
Account Number (Happlicable)	
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