

P 960000 45642

Medical Response Services, Inc.

728 Monte Cristo Blvd., Terra Verde

FL 33715

FILED
MAY 23 11 54 AM
TALLAHASSEE, FLORIDA

May 21, 1996

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32399

RE: MEDICAL RESPONSE SERVICES, INC.

600001887586
-05/23/96--01099--015
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith for filing is the original and one copy of the Articles of Incorporation for the above referenced corporation together with a check in the amount of \$ 122.50 covering the following:

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

Please return the certified copy to the registered agent after filing.

Sincerely,



Debra J. Barnard

DJB

Enclosures: As above referenced.

F. CHESSER

MAY 30 1996

**ARTICLES OF INCORPORATION
FOR
MEDICAL RESPONSE SERVICES, INC.**

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

ARTICLE I

Name of Corporation:

The name of this corporation shall be:

MEDICAL RESPONSE SERVICES, INC.

ARTICLE II

Nature of Business:

The general nature of the business to be transacted by this corporation is to provide medical oversight, management consulting services to medical service providers, support staff for medical functions, to develop, market and sell medical systems software. To provide any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock:

This corporation is authorized to issue 10,000 shares of ten cents (.10 cents) par value common stock, all of which shall have the same rights and privileges. Each share of common stock shall entitle the holder thereof to one (1) vote at any stockholders meeting and otherwise to participate in all such meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor or services. In the absence of fraud, the judgment of the Directors, as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE IV

Initial Capital:

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence:

This corporation shall exist perpetually unless dissolved according to law, commencing on the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE VI

Principal Place of Business:

The initial street address in this state of the principal office of this corporation is:
728 Monte Cristo Blvd., Tierra Verde, Florida 33715. This corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

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96 MAY 23 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

Directors:

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the bylaws adopted by the shareholders, but shall never be less than one. Vacancies on the Board of Directors may be filled at any special meeting of the stockholders or at any meeting of the Directors. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one year, or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause. The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect committees of the Board and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's as may be deemed advisable. The Board of Directors shall elect the officers of the corporation who shall consist of a President, Secretary and Treasurer and such other officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be Directors. None of these officers are required to be stockholders of the corporation. All such officers shall have rank, tenure of office, powers and duties as may be prescribed by the by-laws or the Directors by appropriate resolution.

The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue. The name and address of the initial Directors of this corporation are:

DEBRA J. BARNARD

728 Monte Cristo Blvd.
Tierra Verde, FL 33715

JANET S. PETTYJOHN

594 Ranch Road
Tarpon Springs, FL 34689

ARTICLE VIII

Incorporators:

The names and street address of the persons signing these Articles of Incorporation are:

DEBRA J. BARNARD

728 Monte Cristo Blvd.
Tierra Verde, FL 33715

JANET S. PETTYJOHN

594 Ranch Road
Tarpon Springs, FL 34689

ARTICLE IX

Designation of Registered Office and Agent:

The initial designation of the Registered Office of this corporation shall be 728 Monte Cristo Blvd. Tierra Verde, FL 33715, and the Registered Agent shall be DEBRA J. BARNARD, to accept service of process within the State until changed according to law.

ARTICLE X

Special Provisions:

No contract or other transactions between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is a party to, or are parties to, or interested in such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or Directors in such contract or other transaction or the fact that such Director or Directors is or are a Director or Directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE XI
Indemnification:

This corporation shall indemnify every Director, Officer, his heirs, personal representatives and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been a Director or Officer of the corporation or at its request of any other corporation of which he is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall finally be adjudged in such action, suit proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

ARTICLE XII
Amendment:

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XIII
Pre-Emptive Rights:

The shareholders of this corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the corporation hereinafter issued or any securities exchangeable for or convertible into such shares or warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21 day of May, 1996.

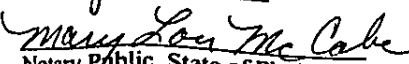

DEBRA J. BARNARD, Incorporator


JANET S. PETTYJOHN, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a notary public authorized to take acknowledgment in the State and County set forth above, personally appeared DEBRA J. BARNARD and JANET S. PETTYJOHN known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of May, 1996.


Notary Public, State of Florida
My commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

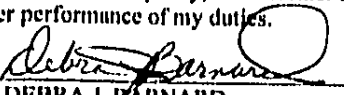
In compliance with sections 48.091 and 617.034, Florida Statutes, the following is submitted:

FIRST that MEDICAL RESPONSE SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its registered office in Tierra Verde, County of Pinellas, State of Florida, has named DEBRA J. BARNARD, located at 728 Monte Cristo Blvd, Tierra Verde, Florida 33715, in the County of Pinellas, as its registered agent to accept Services of Process within this state. The registered office to this Foundation is that street address shown above.

Dated: May 21, 1996


DEBRA J. BARNARD, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


DEBRA J. BARNARD,
Registered Agent

FILED
96 MAY 23 AM 8:44
TALLAHASSEE, FLORIDA
OFFICE OF STATE