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BOSTON, MA 02108
01-222-1111
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PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 032555 169163A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 25, 1996

ORDER TIME : 3:12 PM

ORDER NO. : 032555

CUSTOMER NO: 169163A

CUSTOMER: David Bakst, Esq
MORRISON, MAHONEY & MILLER

250 Summer Street

Boston, MA 02210

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 25 AM 9:39

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*****70.00 *****70.00

DOMESTIC FILING

NAME: MEDICAL GROUP FINANCIAL
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

gf
7/29/96

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ARTICLES OF INCORPORATION
OF
MEDICAL GROUP FINANCIAL SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEDICAL GROUP FINANCIAL SERVICES, INC.

The address of the principal office of this corporation shall be 650 Beach Road, No. 341, Vero Beach, Florida 32963, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is The Prentice-Hall Corporation System, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

James Andrew
Dir.

650 Beach Road, No. 341
Vero Beach, Florida 32963

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 26, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The Prentice-Hall Corporation System, Inc., a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Prentice-Hall Corporation System, Inc.

By: Judith S. Blancett
Judith S. Blancett, Assistant Secretary

DWL