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AUG 06 1996 17:10:14 EMPIRE CORPORATE IT P.13/17
PUBLIC ACCESS SYSTEM
((H90000010931)) ELECTRONIC FILING SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE NETWORK COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3804
FAX: (305) 541-3770
((H90000010931)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MEDICAL BILLING PARTNERS, INC.
FAX AUDIT NUMBER: H90000010931 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/06/1996 TIME REQUESTED: 17:10:14
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

MEDICAL BILLING PARTNERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: MEDICAL BILLING PARTNERS, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 3951 NW 2 TERRACE, MIAMI, FLA. 33126.

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

Armando Bucco
2828 Canal Way #307
Miami, FL 33145
(305) 442-1942
FBN. 280755

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06 AUG -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The name and address of the initial registered agent is:
ARMANDO J. HUCILO, JR., ESQ., 2028 CORAL WAY, SUITE 307, MIAMI,
FLA. 33145

ARTICLE VII

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

MERCEDES VALERO
3951 NW 2 TERRACE
MIAMI, FLA. 33126

ARTICLE VIII

The names and addresses of the members of the first Board of
Directors is:

MERCEDES VALERO
3951 NW 2 TERRACE
MIAMI, FLA. 33126

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors.
The power to alter, amend or repeal the bylaws or adopt new bylaws
shall be vested in the Board of Directors. The bylaws may contain
any provisions for the regulation and management of the affairs of
the corporation not inconsistent with the Florida General
Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and
any 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
the director or directors at the meeting of the Board of Directors
of the corporation that acts upon, or in reference to the contract
or transaction, and notwithstanding his or her participation in the
action, if the fact of such interest shall be disclosed or known to
the board of directors, the interested director is to be counted in
determining whether a quorum is present and to be entitled to vote
on such authorization or ratification.

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ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 5TH day of AUGUST, 1996.

Mercedes Falero
MERCEDES FALERO
INCORPORATOR

STATE OF FLORIDA

SST

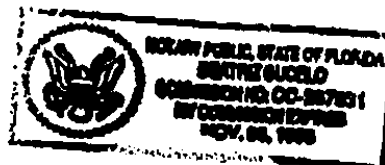
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, MERCEDES FALERO, the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this 5TH day of AUGUST, 1996.

My commission expires:

Ray Buehler
Notary Public



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**FILED
96 AUG -7 PM 2:21

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that, MEDICAL BILLING PARTNERS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named ARMANDO J. BUCELIO, JR., ESQ., located at 2828 CORAL WAY, SUITE 307, MIAMI, FLA. 33148, as its agent to accept service of process within this State.

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 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.

SIGNATURE


Registered Agent

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MARVIDAL PARTNERS, INC.
2181 LE JEUNE ROAD SUITE 202
CORAL GABLES, FL. 33134
(305) 442-9202
FAX: (305) 442-1655

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97 MAR 24 AM 11:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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*****35.00 *****35.00

March 4, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

VS MAR 2 6 1997

Dear Sir/Madam:

Enclosed please find Amendment to the Articles of Incorporation of Medical Billing Partners, Inc. for appropriate filing. Also enclosed is check in the amount of \$35.00.

If you have any questions or require any additional information, please contact the undersigned at (305) 442-9202.

Your anticipated cooperation is appreciated.

Sincerely,

Mercedes Masvidal

Mercedes Masvidal

N/C



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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MAR 17

March 13, 1997

R. MASVIDAL

**MERCEDES MASVIDAL
MASVIDAL PARTNERS, INC.
2151 LE JEUNE RD., STE. 202
CORAL GABLES, FL 33134**

**SUBJECT: MEDICAL BILLING PARTNERS, INC.
Ref. Number: F06000065808**

We have received your document for MEDICAL BILLING PARTNERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure

proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 897A00012809

MASVIDAL PARTNERS, INC.
2151 LE JEUNE ROAD SUITE 202
CORAL GABLES, FL. 33134
(305) 442-9202
FAX: (305) 442-1655

March 21, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Dear Sir/Madam:

Enclosed please find a new Amendment to the Articles of Incorporation of Medical Billing Partners, Inc. for appropriate filing. Also enclosed is your letter dated March 13, 1997

If you have any questions or require any additional information, please contact the undersigned at (305) 442-9202.

Your anticipated cooperation is appreciated.

Sincerely,


Mercedes Masvidal

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF MEDICAL BILLING PARTNERS, INC.,
a Florida Corporation**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the undersigned as Secretary of the Board of Directors of Medical Billing Partners, Inc., a Florida Corporation, hereby certifies that at a meeting of the Board of Directors held on January 1, 1997 in which a quorum was present a resolution was adopted without shareholder action and shareholder action was not required amending Article I of the Articles of Incorporation to read as follows:

ARTICLE I. NAME

The name of the Corporation is Nantucket Consulting Inc.

Given at Coral Gables, Florida on the second day of January of 1997.

Mercedes C. Falero

**Mercedes C. Falero
Corporate Secretary/Director**