

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: HealthCare Solutions, Inc.

Capital ExpressSM _____
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
Can. Copy () _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
O U B: _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

WALK-IN
Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

September 19, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., #1
TALLAHASSEE, FL 32301

SUBJECT: PROGRESSIVE HEALTHCARE SOLUTIONS, INC.
Ref. Number: W96000019759

We have received your document for **PROGRESSIVE HEALTHCARE SOLUTIONS, INC.** and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 596A00043336

Corrected
(Signature)

RECEIVED
96 SEP 20 AM 10:08
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1996

CAPITAL CONNECTION
417 E VIRGINIA ST
SUITE 1
TALLAHASSEE, FL 32301

The name **PROGRESSIVE HEALTHCARE SOLUTIONS, INC.** has been reserved for 120 days beginning September 3, 1996. The reservation number is R96000004165 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 096A00041189

ARTICLE OF INCORPORATION
OF
PROGRESSIVE HEALTHCARE SOLUTIONS, INC.

FILED
96 SEP 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is PROGRESSIVE HEALTHCARE SOLUTIONS, INC.

ARTICLE II - DURATION

The duration of the corporation is perpetual. Existence of this corporation commenced Sept, 20, 1996 the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized are:

- (1) To provide medical billing, insurance claims management, paralegal, health education consulting, collections, and practice management.
- (2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

- (1) The total number of shares of capital stock authorized to be issued by the corporation shall be 5,000 shares having a par value of \$10.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services (already performed or to be performed in the future) at a fair value to be

fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

(2) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial address of the principal office of this corporation in the State of Florida will be P O BOX 520225, Longwood, FL 32752-0225. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is Rosalie E. McMasters located at 608 Anhinga Road, Winter Springs, FL 32708.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the persons who are to serve as the members of initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Rosalie E. McMasters	608 Anhinga Road, Winter Springs, FL 32708
Margaret A. Colgate	995 Casa del Sol Circle, Altamonte Springs, FL 32714

ARTICLE VIII - PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issued of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporation shares or property through merger or the extinguishment

of debts. Preemptive rights shall not apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

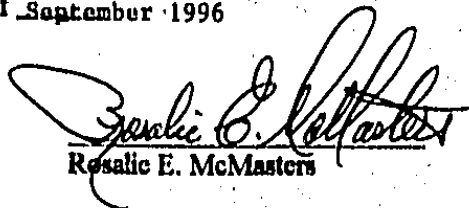
This Corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Shareholders.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20 day of September 1996


Margaret A. Colgate


Rosalie E. McMasters

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:


Rosalie E. McMaster

Date:

September 20, 1996

FILED
96 SEP 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA