

P96000090317

REIMBURSEMENT SOLUTIONS, INC.
2205 LAUREN CIRCLE
BRANDON, FL 33510

Secretary of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

700001982327--0
-10/22/96--01041--020
****122.50 ****122.50

Dear Sir:

Please find enclosed the Articles of Incorporation of
~~REIMBURSEMENT SOLUTIONS, INC..~~

You may contact me at 813-653-3597. Please find attached
a check in the amount of \$122.50.

Thank you for your prompt attention in this matter.

Sincerely,

Susan L. Henson

Susan L. Henson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 2:07

503-672

W96-22505

g/f 11/4/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -1 PM 2:07

October 22, 1996

REIMBURSEMENT SOLUTIONS, INC.
ATTN: SUSAN L. HENSON
2205 LAUREN CIRCLE
BRANDON, FL 33510

SUBJECT: REIMBURSEMENT SOLUTIONS, INC.
Ref. Number: W96000022505

We have received your document for REIMBURSEMENT SOLUTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 296A00048707

*Please process with name change as follows.
Thanks!*

ARTICLES OF INCORPORATION
OF
PROFESSIONAL REIMBURSEMENT SOLUTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -4 PM 2:07

ARTICLE I. NAME

The name of this corporation shall be PROFESSIONAL REIMBURSEMENT SOLUTIONS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one thousand no par value shares of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individuals who shall serve as members of the Initial Board Of Directors are:

Susan L. Henson
2205 Lauren Circle
Brandon, FL 33510

AND

Billie Rapczynski
3116 Buttercup Street
Seffner, FL 33584

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 2205 Lauren Circle, Brandon, FL 33510.

The name of the individual who shall serve as this corporation's registered agent at that address is: Susan L. Henson.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Susan L Henson, 2205 Lauren Circle, Brandon, FL 33510.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. ADDRESS

The corporation's principal address will be 2205 Lauren Circle, Brandon, FL 33510.

Susan L. Henson
SUSAN L. HENSON

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this October 29, 1996, Susan L. Henson, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of PROFESSIONAL REIMBURSEMENT SOLUTIONS, INC.

Patricia L. Fisher
NOTARY PUBLIC

MY COMMISSION EXPIRES:




Notary Public, State of Florida
PATRICIA L. FISHER
My Comm. Exp. Dec. 21, 1998
Comm. No. CC 247895

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -4 PM 2: 07

ACCEPTANCE BY THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities
of registered agent for PROFESSIONAL REIMBURSEMENT SOLUTIONS, INC.


SUSAN L. HENSON