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CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144220 11963A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 5, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 144220-005

CUSTOMER NO: 11963A

CUSTOMER: Ron A. Rhoades, Esq
RON A. RHOADES, ESQ

2420 North Essex Avenue

Hernando, FL 34442

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-11/05/96--01096--031
****122.50 ****122.50

DOMESTIC FILING

NAME: PROFESSIONAL MEDICAL
DICTATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
56 NOV -5 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 NOV -5 AM 11:25
DIVISION OF CORPORATION

11-5-96
KR

FILED
96 NOV -5 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROFESSIONAL MEDICAL DICTATION, INC.**

The undersigned, acting as the incorporator of PROFESSIONAL MEDICAL DICTATION, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is PROFESSIONAL MEDICAL DICTATION, INC..

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation shall be located at, and its mailing address shall be, initially, as follows: 3367 Gator Trail, Spring Hill, FL 34609.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporations authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right to purchase shares of common stock of this corporation that from time to time may be issued, whether or not presently authorized, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2420 North Essex Avenue, Hernando, Florida 34442 and the name of the corporation's initial registered agent at that address is Ron A. Rhoades, Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
PATRICIA L. BAIG	3367 Gator Trail Spring Hill, FL 34609
THERESA CAHILL	13268 Drayton Drive Spring Hill, FL 34609

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

Ron A. Rhoades, Esq.
2460 North Essex Avenue
Hernando, Florida 34442

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

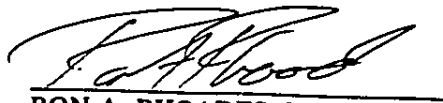
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Spring Hill, Florida, this 4th day of November, 1996.



RON A. RHOADES, ESQ.

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF HERNANDO

Before me, the undersigned authority, personally appeared Ron A. Rhoades, Esq., who is to me well known to be the person described and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and produced his driver's license as verification of identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Spring Hill in said County and State this 4th day of November, 1996



ECHO COE ROONEY
COMMISSION # CC330915
EXPIRES NOV 18, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Echo Coe Rooney

ECHO COE ROONEY, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES: 11/18/97
SEAL
COMMISSION #CC330915

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

PROFESSIONAL MEDICAL DICTATION, INC.

Pursuant to Section 607.0501, Florida Statutes (1990), PROFESSIONAL MEDICAL DICTATION, INC., desiring to organize under the laws of the State of Florida, has named **Ron A. Rhoades, Esq.** located at **2420 North Essex Avenue, Hernando, FL 34442**, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations attendant to said position.

DATED THIS 4th day of November, 1996.


RON A. RHOADES, ESQ.

FILED
96 NOV -5 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA