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LOUIS W. HIGH
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WILLIAM B. EPPLEY

January 28, 1997

4042 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO: Brooksville

Bureau of Corporate Records
Division of Corporations
Department of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

000002075260--6
-02/03/97--01006--006
****122.50 ****122.50

Re: Reimbursement Specialists, Inc.

Dear Sir/Madam:

Please find enclosed proposed Articles of Incorporation for Reimbursement Specialists, Inc., a Florida corporation. I request that you issue a Charter to this Corporation and return to this office a certified copy of this Charter document.

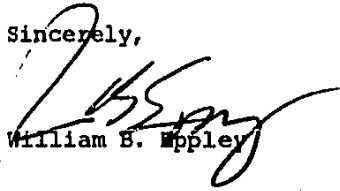
I am enclosing a check in the amount of \$122.50 that represents payment of costs associated with this corporation as follows:

1. \$35.00/Filing Fee
2. \$35.00/Registered Agent and
3. \$52.50/Certified Copy

\$122.50

Please issue these Articles at your earliest convenience.

Sincerely,


William B. Eppley

WBE:ja

Enclosures

FEB 4

FILED
97 JAN 31 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B5B

ARTICLES OF INCORPORATION
OF
REIMBURSEMENT SPECIALISTS, INC.

FILED
97 JAN 31 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation.

1. The name of the corporation is REIMBURSEMENT SPECIALISTS, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. The corporation shall have authority to issue 1,000 shares, all of one class, \$10.00 par value.
5. The address of its initial registered office is 7819 Allen Drive, Inverness, Florida 34450, and the name of its initial registered agent is EDITH TELLO.
6. The number of directors constituting the initial board of directors is two whose names and addresses are:

EDITH TELLO
7819 Allen Drive
Inverness, Florida 34450

SHARLON BROTHERS
535 E. Falconry Court
Hernando, Florida 34442

7. The names and addresses of the incorporators are:


EDITH TELLO
7819 Allen Drive
Inverness, Florida 34450

SHARLON BROTHERS
535 E. Falconry Court
Hernando, Florida 34442

8. The name and address of the officer to serve until the first meeting of the directors shall be:

EDITH TELLO
7819 Allen Drive
Inverness, Florida 34450


EDITH TELLO, Incorporator


SHARLON BROTHERS, Incorporator

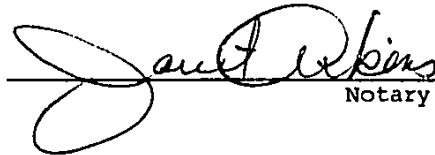
DATED: 1/27/97

STATE OF FLORIDA

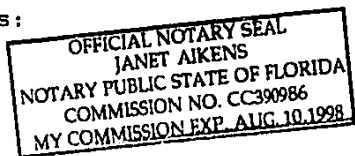
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared EDITH TELLO and SHARLON BROTHERS who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for uses and purposes therein mentioned and set forth. ~~Produced~~ Personally
Known. ~~as identification.~~

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Brooksville in the County of Hernando, State of Florida, this 27th day of January, A.D., 1997.


Notary Public

My commission expires:



FILED

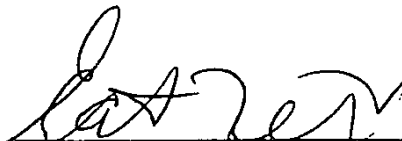
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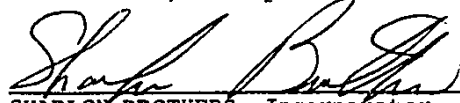
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

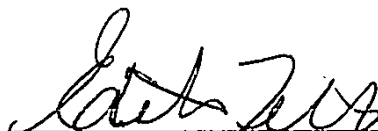
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That REIMBURSEMENT SPECIALISTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7819 Allen Drive, Inverness, Florida 34450, has named EDITH TELLO of 7819 Allen Drive, Inverness, Citrus County, State of Florida, as its agent to accept services of process within Florida.


EDITH TELLO, Incorporator


SHARLOW BROTHERS, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


EDITH TELLO, Registered Agent