

LAW OFFICES OF

Jeffrey A. Jacobs, P.A.
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2330 PONCE DE LEON BOULEVARD
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970000/5545

January 7, 1997

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

FILED
97 FEB 17 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Empire Systems Services, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation as concerns the above captioned corporation. Please forward a copy of the Incorporation documents to our office.

Attached please find our check in the amount of \$122.00 in and for the incorporation fee.

Thank you for your cooperation in this matter.

Very truly yours,

JEFFREY A. JACOBS

JAJ:kjg

Encl.

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-01/13/97--01017--017
****122.00 ****122.00

Jeffrey A. Jacobs

[Handwritten signature]
1/15

699-1435



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1997

JEFFREY A. JACOBS, P.A.
2330 PONCE DE LEON BLVD.
SUITE 201
CORAL GABLES, FL 33134

SUBJECT: EMPIRE SYSTEMS SERVICES, INC.
Ref. Number: W97000001435

We have received your document for EMPIRE SYSTEMS SERVICES, INC. and check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 197A00002829

LAW OFFICES OF

Jeffrey A. Jacobs, P.A.
Attorneys at Law

SUITE 201

2330 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 443-3160
TELEFAX (305) 445-5990

JEFFREY A. JACOBS
AARON FRUHLING*
*ALSO ADMITTED IN NY & NJ
OF COUNSEL
HEIDI M. ROTH, P.A.

February 5, 1997

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

Re: Empire Systems Services, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation as concerns the above captioned corporation previously provided to you in January. Said documents were returned to us pending a physical street address for the corporation.

The incorporation fee check in the amount of \$122.00 has already been accepted by you pending the receipt of this information.

Thank you for your cooperation in this matter.

Very truly yours,

JEFFREY A. JACOBS

JAJ:kjg

Encl.

ARTICLES OF INCORPORATION

OF

EMPIRE SYSTEMS SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby associates themselves together to form a corporation under the law of the State of Florida.

ARTICLE I
NAME

The name of this corporation is: EMPIRE SYSTEMS SERVICES, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of all matters relating to the performance of any and all business connected to and/or associated with the billing and/or collection of medical expenses from various health care providers, and any and all other lawful business permitted under the laws of the United States and the State of Florida necessary to effectuate this.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

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

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is Post Office Box 145210, Coral Gables, Florida 33134-5210, and the name of the initial registered agent of this corporation is Jeffrey A. Jacobs, Esquire located at: Law Offices

FILED
97 FEB 17 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

of Jeffrey A. Jacobs, P.A. 2330 Ponce de Leon Boulevard, Suite 201,
Coral Gables, Florida 33134.

ARTICLE VII
INCORPORATORS

The name and address of the person signing these articles is:

NAME	ADDRESS
Juana Ginart	237 Madeira Avenue, Unit 2 Coral Gables, Florida 33134

ARTICLE VIII
INITIAL OFFICER

This corporation shall have one (1) officer initially. The number of officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial directors and/or officers of this corporation are:

NAME	ADDRESS
Juana Ginart President	237 Madeira Avenue, Unit 2 Coral Gables, Florida 33134

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Officers of the corporation.

ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Juana Ginart	One Hundred (100) Shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI
MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the Director of this corporation.

ARTICLE XII
POWERS

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

(b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees in accordance with the Florida Statutes.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter its By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE XIII DIRECTORS RESIDENCY AND COMPENSATION

The residency requirements of the officers and directors is as required by law.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors and officers of this corporation.

ARTICLE XIV DIRECTORS AND OFFICERS QUORUM AND VOTING

A majority of the officers shall constitute a quorum for a meeting of the officers.

If a quorum is present, the affirmative vote of majority of the officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the officers present and voting shall be the act of the Board of Directors.

ARTICLE XV SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XVI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII
RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVIII
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX
ACTION BY DIRECTORS WITHOUT A MEETING

The Directors and Officers of this corporation may take action by written consent as provided by law.

ARTICLE XX
ELECTION OF DIRECTORS AND FILING OF VACANCIES

The Directors and Officers of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XXI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXII
AMENDMENT

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

ARTICLE XXIII
CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXIV
REDUCTION OF STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

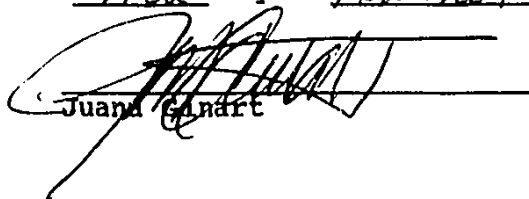
ARTICLE XXV
TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXVI

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of November, 199


Juana Canart

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally

appeared Juana Ginart known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14th day of November, 1996.


Notary Public, State of Florida

My Commission Expires:



KAREN J GARCIA
My Commission CC377184
Expires Jun. 01, 1998
Bonded by HAJ
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

I, Jeffrey A. Jacobs, Esquire, hereby accept appointment as resident agent with reference to the within corporation.

Jeffrey A. Jacobs

STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey A. Jacobs known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 14th day of November, 1996.

Karen J. Garcia
Notary Public, State of Florida

My Commission Expires:



KAREN J. GARCIA
My Commission CC377154
Expires Jun. 01, 1998
Bonded by HAI
800-422-1865

FILED
97 FEB 17 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA