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February 24, 1997

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: FAMILY MEDICAL BILLING, INC.

Gentlemen:

Please find enclosed Articles of Incorporation and a check in the amount of \$122.50 for the filing fee to file said corporation.

Kindly file and forward back to me in the self addressed stamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

DAISY PEREZ-CERNUDA
10235 N.W. 46 Street
Miami, Florida 33178
Tel: (305) 392-5090

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TALLAHASSEE, FLORIDA
STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAMILY MEDICAL BILLING, INC.

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the corporation shall be:

FAMILY MEDICAL BILLING, INC.

Its business shall be carried out in Miami, Florida and that such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors. Its principal place of business shall be 10235 N.W. 46 Street, Miami, Florida 33178.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I

Any activity or business permitted under the law of the State of Florida and of the United States of America.

SECTION II

Medical billing.

SECTION III

In the purchase or acquisition of property, business rights or franchise, or for additional working capital or for any other object in or about its business affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

This corporation shall have all the general powers, but no recitations, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stocks this corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than: One Hundred Dollars (\$100.00)

ARTICLE V

This corporation shall exist perpetually and is filed as a Sub-Chapter S Corporation.

ARTICLE VI

The principal place of business of this corporation shall be located in Inverness, Florida and it may have such other places of business, both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors of not less than 1 director(s), the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE IX

The name and post office address of the first board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are:

DAISY PEREZ
10235 N.W. 46 Street
Miami, Florida 33178

DAISY PEREZ-CERNUDA
10235 N.W. 46 Street
Miami, Florida 33178

SUZETTE PEREZ-CERNUDA
10235 N.W. 46 Street
Miami, Florida 33178

The offices to be held by the above named directors are as follows:

DAISY PEREZ, President
DAISY PEREZ-CERNUDA, Vice-President
SUZETTE PEREZ-CERNUDA, Scty/Treasurer

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

DAISY PEREZ	100 Shares
10235 N.W. 46 Street	
Miami, Florida 33178	


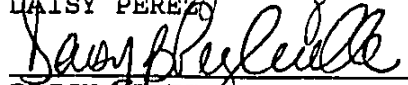
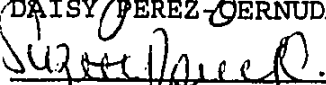
ARTICLE XI

The street address of the initial registered office of this corporation is 10235 N.W. 46 Street, Miami, Florida 33178.

ARTICLE XII

The provisions of this Charter, and each and every article and section hereof, and by-laws of this corporation shall be considered a part of every contract, and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

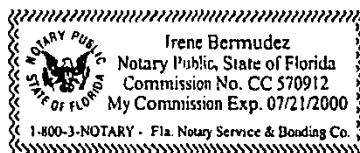
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24 day of February, 1997.

	_____
DAISY PEREZ	
	_____
DAISY PEREZ-CERNUDA	
	_____
SUZETTE PEREZ-CERNUDA	

STATE OF FLORIDA>
>SS
COUNTY OF DADE >

Personally appeared before me, the undersigned authority, DAISY PEREZ, DAISY PEREZ-CERNUDA and SUZETTE PEREZ-CERNUDA to me well known to be the person described in the foregoing Articles of Incorporation and they acknowledged before me that they executed the same and subscribed to the same for the purpose herein expressed.

The foregoing Articles of Incorporation were acknowledged before me this 24 day of February, 1997, by DAISY PEREZ, DAISY PEREZ-CERNUDA and SUZETTE PEREZ-CERNUDA who are personally known to me or who has produced FL. D.L. as identification and who did take an oath.





NOTARY PUBLIC, State of Florida

ACCEPTANCE OF RESIDENT AGENT

The undersigned registered agent of FAMILY MEDICAL BILLING, INC., a Florida Corporation hereby states that she is familiar with and accepts the duties and responsibilities as registered agent for the aforementioned corporation.



DAISY PEREZ-CERNUDA

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TALLAHASSEE, FLORIDA