

HONIG, KAPLAN & TOLCHINSKY

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

GARY D. HONIG*
S. RICHARD KAPLAN
LAWRENCE S. TOLCHINSKY

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OF COUNSEL
STEVEN M. HONIG†
* ALSO ADMITTED IN MA.
† ADMITTED IN N.J. ONLY

March 13, 1997

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-03/20/97-70110--010
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PP 7000 26907

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32309

RE: MEDICAL BILLING ASSOCIATES II, INC.

Dear Sir/Madam:

In connection with the filing of the above-referenced corporation enclosed please find the following:

1. Original Articles of Incorporation;
2. Copy of Articles of Incorporation for certification;
3. Check of Honig, Kaplan & Segall, P.A. in the amount of \$70.00 to cover filing fees for the two corporations and the cost of the certified copies.

Please return the certified copy to the above address and contact the undersigned immediately should there be any problems with the filing. Thank you for your cooperation.

Sincerely,

HONIG, KAPLAN & TOLCHINSKY

Gary D. Honig
For the Firm

GDH/cm
Enclosures

ARTICLES OF INCORPORATION
OF
MEDICAL BILLING ASSOCIATES II, INC.

ARTICLE I
NAME

The name of the Corporation is MEDICAL BILLING ASSOCIATES II, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1250 E. Hallandale Beach Blvd., Penthouse, Hallandale, Florida 33009 and the name of the initial registered agent at that address is Gary D. Honig, Esq.

ARTICLE V
DIRECTORS

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Candace Morin
6800 S.W. Third Street
Margate, FL 33068

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of this Corporation is:

Gary D. Honig, Esq.
Honig, Kaplan & Tolchinsky
1250 E. Hallandale Beach Blvd.
Penthouse
Hallandale, Florida 33009

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the Corporation is:

**678 North Federal Highway
Hollywood, FL 33020**

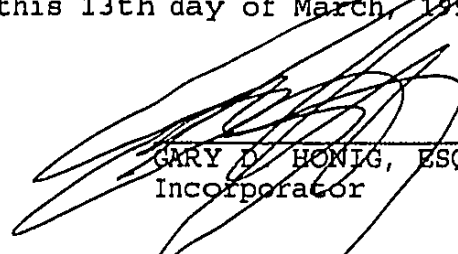
**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

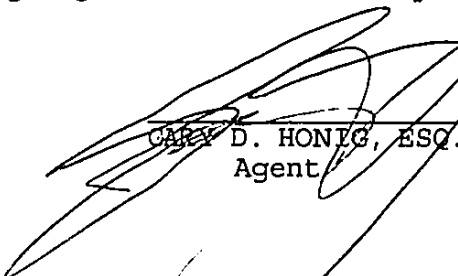
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of March, 1997.


CARY D. HONIG, ESQ.,
Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


CARY D. HONIG, ESQ., Registered
Agent

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TALLAHASSEE, FLORIDA