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April 21, 1997

Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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Dear Secretary of State:

Enclosed, please find one original and a copy of the Articles of Incorporation of **EXECUTIVE BUSINESS SERVICES, INC.**

Also, find enclosed a check made payable to the Secretary of State in the amount of \$ 122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as **EXECUTIVE BUSINESS SERVICES INC.**, is appreciated.

Respectfully,

Audrey L. Ebanks
President

encl.

FILED
97 APR 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 26 1997
[Signature]

**ARTICLES OF INCORPORATION
OF
EXECUTIVE BUSINESS SERVICES INC.**

FILED
97 APR 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation hereby formed under these articles shall hence and from this day, subject to the approval of the Secretary of State, State of Florida be known as : **EXECUTIVE BUSINESS SERVICES, INC.**

ARTICLE II

The Company formed under these Articles of Incorporation shall be endowed with the following powers:

- 1) Sue and be sued and appear and defend in all actions and proceedings in it's corporate name as a natural person.
- 2) Adopt and use a corporate seal and alter the same.
- 3) Appoint such officers and agents as it's affairs shall require, and allow them suitable compensation.
- 4) Adopt, change, amend, repeal, its By-Laws, not inconsistent with Law and its Certificate of Incorporation, for the exercise of its affairs and property; the transfer on its

records of its stock or other evidence of interest or membership, and the calling and holding of meetings by its shareholders and stockholders.

5) Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers or trustees of this Corporation, and the resident agent for services of process providing the number of the aforementioned shall never be less than one (1) nor more than seven (7). That this provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the Corporation and the applicable General Corporate Laws of the State of Florida.

6) Make and enter into all contracts necessary and proper for the conduct of it's business.

7) a) Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in this State, and in the several States, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

b) Purchase the Corporate assets of any other corporations and engage in the same character of business.

c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interest thereunder or therein.

d) Take, hold, sell and convey such properties as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

8) a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of/or any bonds, securities, or other evidence of indebtedness created by or owned by any Corporation, public or closed, of this State or any

other State, or any foreign country, or domestic or foreign Government; while such owner of such stock or exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

b) Purchase, hold, sell, and transfer shares of its own stock provided that no Corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose for any stockholders quorum or vote.

9) Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10) a) Contract debts and borrow money at such rates of interest not to exceed the lawful rates of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deem expedient.

b) Provision may be made in such instrument for the transferring of Corporate property of every kind and nature then belonging to or thereafter acquired by such Corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sum of money owing by said Corporation.

c) In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11) This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

ARTICLE III

In addition to the foregoing articles the said Corporation **EXECUTIVE BUSINESS SERVICES, INC.** shall have as its principal business objective the **ELECTRONIC PROCESSING OF MEDICAL BILLS, MEDICAL TRANSCRIPTIONS AND TYPING SERVICES.**

Said Corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the laws of the State of Florida.

ARTICLE IV

The total amount of capital stocks authorized by this Corporation herein, known as **EXECUTIVE BUSINESS SERVICES, INC.** shall be (1000) One Thousand shares of par value stock. Each share of stock shall have one (\$1.00) dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) one vote per share held, wherein the

total voting stock would be 1000 shares constituting 1000 votes.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The Corporation herein shall begin business with capital in the amount of \$1000.00 (ONE THOUSAND DOLLARS U.S.) Said amount to be deposited in the Great Western Bank, 200 S. Pine Island Road, Plantation, FL. 33324 for the sole purpose of beginning business under the name of **EXECUTIVE BUSINESS SERVICES, INC.**

ARTICLE VII

This Corporation shall maintain its principal place of business in Florida at 4851 NW 103 Avenue, Suite 54, Sunrise, FL. 33351

ARTICLE VIII

There shall be no less than one (1) Director but not more than seven (7) at all times who shall constitute the Board of Directors of said Corporation.

ARTICLE IX

The following named persons shall constitute the first Board of Directors of **EXECUTIVE BUSINESS SERVICES, INC.** and shall hold office for the first year of existence of said Corporation. These Directors shall hold office until a vote of the shareholders is

held wherein their successors are elected and appointed and have qualified:

HUGH G. EBANKS
4851 NW 103 Avenue, Suite 54
Sunrise, FL. 33351

AUDREY L. EBANKS
4851 NW 103 Avenue, Suite 54
Sunrise, FL. 33351

ARTICLE X

This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of **AUDREY L. EBANKS** or **HUGH G. EBANKS**. Only the President/Director or Treasurer/Director shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advice and consent of the Board of Directors by and through a majority of the said Board. In the event that any officer other than the aforementioned carries or acts so as to incur liabilities without the advice and consent of the Board of Directors, said acts shall be as a nullity to said Corporation and the said Corporation shall not be liable and responsible therefore.

ARTICLE XI

The following named persons and their addresses herein appear as subscribers to these Articles of Incorporation:

HUGH G. EBANKS
4851 NW 103 Avenue, Suite 54
Sunrise, FL. 33351

AUDREY L. EBANKS
4851 NW 103 Avenue, Suite 54
Sunrise, FL. 33351

ARTICLE XII

The officers to conduct business and the affairs of this Corporation for the first year of operation and thereafter until a vote of the shareholders at their annual meeting shall be as follows:

HUGH G. EBANKS - TREASURER/DIRECTOR

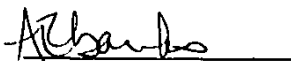
AUDREY L. EBANKS - PRESIDENT/DIRECTOR

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS

AND RESIDENCE OF AGENT: That the following named person is herein designated resident agent for service of process and by executing these Articles of Incorporation does herein accept said designation and her residence is set forth as follows:

AUDREY L. EBANKS
4851 NW 103 Avenue, Suite 54
Sunrise, FL. 33351

I hereby am familiar with and accept the duties and responsibilities of registered agent for said Corporation:



Registered Agent

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97 APR 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII

This Corporation's stock shall be voting stock, each share with a par value of one (\$1.00) dollar, U.S. (1000) one thousand shares to constitute the total outstanding capital stock which shall be distributed to the following named persons in the stated amounts:

AUDREY L. EBANKS

1000 SHARES

ARTICLE XIV

Should any shareholder of the Corporation **EXECUTIVE BUSINESS SERVICES, INC.** desire to sell his or her Corporate stock, he or she may do so subject to the following conditions: Prior to selling any Corporate stock to any person not a shareholder in the Corporation he or she shall first offer his or her stock for sale to all remaining shareholders of the Corporation. Said offer shall be in writing, and shall be sent via U.S. mail, Certified, Return Receipt Requested. This offer shall state that it is made pursuant to this Article, and shall name the price, either market value, or book value, whichever is higher, at which said stock is offered. The stockholders receiving such an offer pursuant to this Article, may accept or reject the same, in writing, within ninety (90) days of the receipt of the offeror's written notice. Upon acceptance, the purchase price, as per the offer price, shall be deposited in the escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance together with notice of the deposit of the purchase price in escrow, within ninety (90) days after said offer, the offeror shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the unanimous approval of the shareholder selling his or her stock and the remaining shareholders, prior to a valid sale being effected. Each share of stock issued by the Corporation, shall bear the following legend: **THIS CORPORATION'S CERTIFICATES ARE SUBJECT TO A CHARTER RESTRICTION AND MAY NOT BE TRANSFERRED WITHOUT STRICT COMPLIANCE THEREWITH.**

In WITNESS WHEREOF the stock holders and subscribers have hereunto set their hands
and seals this 22nd day of April 1997.

HUGH G. EBANKS

AUDREY L. EBANKS

CO-INCORPORATOR

CO-INCORPORATOR

FILED
97 APR 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA, COUNTY OF BROWARD

I HEREBY CERTIFY that this day personally appeared before me an officer duly
authorized to administer oaths and take acknowledgements, **AUDREY L. EBANKS AND**
HUGH G. EBANKS, each to me well known and known to be the persons who are described
in the foregoing Articles of Incorporation and who signed the same, and each of them
acknowledge to me that they executed the same freely and voluntarily for the purposes expressed
therein.

WITNESS my hand and seal this 22 day of April 1997
at Broward County



"OFFICIAL SEAL"
Tawanda J. Sims
My Commission Expires 10/16/97
Commission #CC 502237

Notary Public, State of Florida

Tawanda J. Sims