



AIB Financial Group, Inc.

P97000037927

OFFICE OF GENERAL COUNSEL

April 24, 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Health Claims Solutions, Inc.


~~400002156234--9~~
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Health Claims Solutions, Inc., along with a draft in the sum of \$122.50, made payable to the Secretary of State to cover filing fees. Please process same and forward a certified copy to us at your earliest convenience.

Very truly yours,

JORGE A. LOPEZ
General Counsel


BARBARA DARIAS
Corporate Paralegal

400002156234--9
-04/28/97--01030--015
****122.50 ****122.50

/bd

Enclosures

C:\DATA\CORPS\HCSI.LET

97/04/27 01:12:33

FILED
DIVISION
CORPORATIONS

4/29/97

ARTICLES OF INCORPORATION
OF
HEALTH CLAIMS SOLUTIONS, INC.

FILED
FLORIDA DEPT. OF STATE
CORPORATIONS
97 JUL 23 PM 12:33

ARTICLE I

The name of this corporation is HEALTH CLAIMS SOLUTIONS, INC.

ARTICLE II

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

This corporation is authorized to issue Five Hundred (500) shares of common stock, One Dollar (\$1.00) par value.

ARTICLE V

The street address of the business office of this corporation is:

**2500 N.W. 79th Avenue
Miami, Florida 33122**

The name and address of the initial registered agent of this corporation is:

**Jorge A. Lopez
2500 N.W. 79th Avenue
Miami, Florida 33122**


JORGE A. LOPEZ
Registered Agent

ARTICLE VI

This corporation shall have Seven (7) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation shall be:

**Jose M. Alvarez
2500 N.W. 79th Ave.
Miami, FL 33122**

**Raimundo J. Castellanos
2500 N.W. 79th Ave.
Miami, FL 33122**

**Sergio R. Fernandez
2500 N.W. 79th Ave.
Miami, FL 33122**

**Rafael Claudio Homs
2500 N.W. 79th Ave.
Miami, FL 33122**

**Antonio Menendez Moreno
2500 N.W. 79th Ave.
Miami, FL 33122**

**Roberto A. Tirado-Herrero
2500 N.W. 79th Ave.
Miami, FL 33122**

**Nicolas Touma Correa
2500 N.W. 79th Ave.
Miami, FL 33122**

ARTICLE VII

The name and address of the person signing the Articles of Incorporation is:

**Jose M. Alvarez
2500 N.W. 79th Avenue
Miami, Florida 33122**

ARTICLE VIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

ARTICLE XI

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

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this


21st day of April, 1997.


JOSE M. ALVAREZ
Director/Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSE M. ALVAREZ, to me well known to be the person who executed the foregoing Certificate of Incorporation of HEALTH CLAIMS SOLUTIONS, INC., and he has acknowledged before me that he executed the same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 21st day of April, 1997.


BARBARA DARIAS
NOTARY PUBLIC AT LARGE
State of Florida

My Commission Expires:



C:\DATA\CORPS\HCS\IART

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

**IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

FIRST THAT HEALTH CLAIMS SOLUTIONS, INC.

(Name of Business Organization)

**WITH ITS PLACE OF BUSINESS AT: 2500 N.W. 79th Avenue
Miami, Florida 33122**

HAS NAMED : JORGE A. LOPEZ

**LOCATED AT: 2500 N.W. 79th Avenue
Miami, Florida 33122**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


JOSE M. ALVAREZ/Director

Date: 4/21/97

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED ALIEN BUSINESS ORGANIZATION, 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, AND I ACCEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.**


JORGE A. LOPEZ/Registered Agent

Date: 4/21/97