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FILED
97 JUN 12 PM 2:40
SECRET
TALLAHASSEE, FLORIDA

June 1, 1997

VIA FEDERAL EXPRESS

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

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Re: M & M Transcription, Inc.
Our File No.: 4079-0000/McAdams

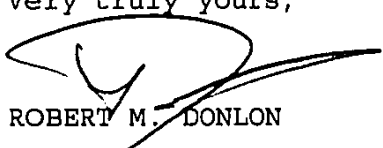
Dear Sir/Madam:

I have enclosed herewith an original and one (1) copy of the Articles of Incorporation of Woodland Communications of Miami, Inc. I have also enclosed a check in the amount of \$122.50 for the filing fee.

Please file these articles accordingly and return a certified copy in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,


ROBERT M. DONLON

RMD\gā
Enclosure


6/13/97

ARTICLES OF INCORPORATION
OF
M & M TRANSCRIPTION, INC.

FILED
97 JUN 12 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

M & M TRANSCRIPTION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be the following street and mailing address:

613 6th Court
Palm Beach Gardens, FL 33410

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is medical transcription services.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporation for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock with par value at \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No issued stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its shareholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its shareholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice. In the event the shareholders and corporation execute a stock redemption agreement which is inconsistent with the terms of this Paragraph, then the terms of the stock redemption agreement shall take precedent and prevail over these terms.

ARTICLE VI

PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights under Florida Statute Section 607.0630.

ARTICLE VII

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VIII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

Michelle McAdams

ADDRESS

613 6th Court
Palm Beach Gardens, FL 33410

ARTICLE X

STREET ADDRESS AND DESIGNATION OR REGISTERED AGENT

That, M & M TRANSCRIPTION, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 1645 Palm Beach Lakes Blvd., Suite 800, West Palm Beach, Palm Beach County, Florida, 33401 and has named ROBERT M. DONLON as its initial Registered Agent who is located at such address.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

NAME

Robert M. Donlon

ADDRESS

1645 Palm Beach Lakes Blvd.
Suite 800
West Palm Beach, FL 33401

ARTICLE XII

SCOPE OF ARTICLES

The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, 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 the powers and limitations of powers of this corporation.

ARTICLE XIII

EFFECTIVE DATE OF ARTICLES

The Articles of Incorporation shall be effective as of June th 11, 1997, in accordance with Florida Statute §607.0203.

WITNESS my hand and seal this 11th day of June, 1997.


_____(SEAL)
ROBERT M. DONLON

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:


BEFORE ME, the undersigned authority, personally appeared ROBERT M. DONLON, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at West Palm Beach, in said County and State, this ____ day of June, 1997.

Notary Public, State of Florida
My commission expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been appointed to serve as Registered Agent for M & M TRANSCRIPTION, INC., at the place designated in ARTICLE X of the attached Articles of Incorporation, I accept such appointment and acknowledge that I am familiar with and accept the obligations of that position.


(SEAL)
ROBERT M. DONLON
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA