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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MD MEDICAL BILLING SERVICES, INC.  
AUDIT NUMBER.....H97000010078  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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TALLAHASSEE, FLORIDA

6/19/97

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ARTICLES OF INCORPORATION

-of-

MD MEDICAL BILLING SERVICES, INC.

SECRET  
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

6-18-97

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is MD MEDICAL BILLING SERVICES, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Medical billing and the corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 10,000 shares are issued and fully paid.

Prepared by:  
M. Daniel Sasso, P.A.  
4223 Del Prado Boulevard  
Cape Coral, Florida 33904  
941-542-1355  
Florida Bar #212377

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**ARTICLE VI. Registered Office:**

The street address of the initial registered office of the corporation is: 5319 Summerlin, #14, Fort Myers, Florida 33919, and the name of the initial registered agent at such address is: DAMIEN E. MYSAK.

The principal office and the corporate headquarters shall be located at 5319 Summerlin, #14, Fort Myers, Florida 33919, and such principal office may change from time to time.

**ARTICLE VII. Special Meetings:**

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

**ARTICLE VIII.**

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

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ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE X.

This corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are: DAMIEN E. MYSAK of 5319 Summerlin, #14, Fort Myers, Florida 33919 and A. MARIA MYSAK of 5319 Summerlin, #14, Fort Myers Florida 33919.

ARTICLE XI.

The name and address of each incorporator is:  
DAMIEN E. MYSAK of 5319 Summerlin, #14, Fort Myers, Florida 33919

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

EXECUTED by the undersigned at Cape Coral, Lee County, Florida  
on the 18th day of June, 1997.

  
DAMIEN E. MYSAK

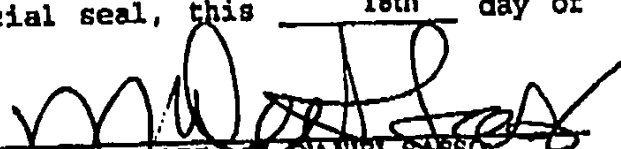
STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared  
DAMIEN E. MYSAK, the person described in  
and who executed the foregoing Articles of Incorporation, (who is  
personally known by me) or (who produced identification of drivers  
license issued by Florida, passport issued by \_\_\_\_\_  
\_\_\_\_\_, identification card issued by \_\_\_\_\_  
\_\_\_\_\_) and acknowledged the execution thereof to be  
free act and deed.

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WITNESS my hand and official seal, this 18th day of  
June, 1997.

  
NOTARY PUBLIC, M. DANIEL SASSO  
STATE OF FLORIDA AT LARGE

M.D ANIEL SASSO

(PRINTED NAME OF NOTARY)

My commission expires:



M. Daniel Sasso  
MY COMMISSION # 00034877 EXPIRES  
May 12, 2001  
BONDED THRU TROY FARM INSURANCE, INC.

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97 JUN 19 PM 12:17  
TALLAHASSEE, FLORIDA

To: The Department of State  
Tallahassee, Florida 32304

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 607.0501 of the Florida General  
Corporation Act, the following is submitted:

MD MEDICAL BILLING SERVICES, INC., with  
its place of business at 5319 Summerlin, #14, Fort Myers, FL 33919  
Fort Myers, City of Fort Myers,  
Florida, has named DAMIEN E. MYSAK,  
located at 5319 Summerlin, #14  
Fort Myers, City of Fort Myers,  
State of Florida, as its agent to accept service of process within  
Florida.

Dated June 18, 19 97.

DAMIEN E. MYSAK (Title)

Having been named to accept service of process for the above-  
stated corporation, 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 607.0501 of the Florida General Corporation  
Act.

Dated June 18, 19 97.

DAMIEN E. MYSAK

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