

PA7000061614

LAW OFFICES
HARBSMEIER, DEZAYAS & APPEL
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

5120 SOUTH LAKELAND DRIVE
SUITE 3
POST OFFICE BOX 6069 (33807)
LAKELAND, FLORIDA 33813

TELEPHONE (941) 619-7330
FACSIMILE (941) 619-7303

July 8, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 AM 11:38

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002235386--0
-07/10/97--01099--004
***122.50 ***122.50

Re: TeleCommunications, Inc.
Medical - Commercial

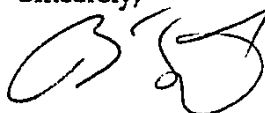
To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation for filing, together with our check in the amount of \$122.50.

I would appreciate your filing this corporation and return a certified copy in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,



Bruno F. DeZayas

BFD/he
Enclosures

Bruno F. DeZayas GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Name
DATE 7-16-97
DOC. EXAM WJS

7-16-97
WJS

ARTICLES OF INCORPORATION
OF
MedCom
TeleCommunications, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 AM 11:39

ARTICLE I - NAME

The name of this corporation is MedCom
TeleCommunications, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of providing answering services for medical, commercial and all different types of businesses and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is ONE HUNDRED (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 1466 Long Oak Drive, South, Lakeland, Florida 33813. The registered agent of this corporation shall be PAULINE MORAN, 1466 Long Oak Drive, South, Lakeland, Florida 33813.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Pauline Moran	1466 Long Oak Drive, South Lakeland, Florida 33813
---------------	---

Kathleen Peterson	1114 Enterprise Street Lakeland, Florida 33803
-------------------	---

ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Bruno F. DeZayas, 5120 South Lakeland Drive, Suite 3, Lakeland, Florida 33813.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

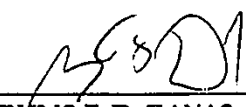
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

ARTICLE X - PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock

of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3rd day of July, 1997.


BRUNO F. DeZAYAS

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared BRUNO F. DeZAYAS, who is to me well known and to be the person described in and who executed and subscribed the above Articles of Incorporation, and he did so freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 3rd day of July, 1997.


Notary Public/State of Florida


Printed Notary Name

OFFICIAL NOTARY SEAL
HELEN W. EDGAR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC544488
MY COMMISSION EXP. APR. 14, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is MedCom
TeleCommunications, Inc.
2. The name and address of the registered agent is:

PAULINE MORAN
1466 Long Oak Drive, South
Lakeland, Florida 33813

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPETENT PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:


PAULINE MORAN

Date:

7-9-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 AM 11:39