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ACCT#: 076666002140

FAX #: (813)441-8617

: FISCAL HEALTHCARE, INC.

AUDIT NUMBER...H97000011775

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

FISCAL HEALTHCARE, INC.

ARTICLE I - Name and Address

The name of this corporation is Fiscal HealthCare, Inc. The mailing address of the corporation is: 2025 Indian Rocks Road, Largo, Florida 33774. The address of the corporation's principal office is: 2025 Indian Rocks Road, Largo, Florida 33774.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2025 Indian Rocks Road, Largo, Florida 33774, and the name of the initial registered agent of this corporation at that address is Susan Richardson.

ARTICLE V - Incorporator

The name and address of the person signing these Articles are:

Name

Address

Susan Richardson

2025 Indian Rocks Road
Largo, Florida 33774

ARTICLE VI - Indemnification

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

Ike Little, Esquire
11 Chestnut Street
Clearwater, FL 34616
813) 461-1818
C Bar No. 861677

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ARTICLE VII - Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of July, 1997.


SUSAN RICHARDSON

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JOHNSON BLAKELY

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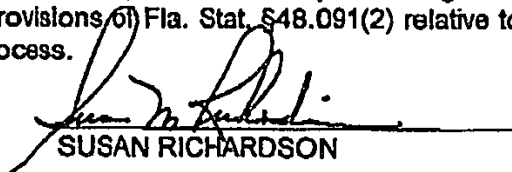
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, Fiscal HealthCare, Inc., desiring to organize under the laws of the State of Florida, hereby designates Susan Richardson, located at 2025 Indian Rocks Road, Largo, Florida 33774, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


SUSAN RICHARDSON

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