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Benchmark Medical Receivables, Inc.

25306 Oaks Blvd.
Land O'Lakes, FL 34639

Secretary of State
Division of Corporations
P.O. Box 6327
The Capitol
Tallahassee, FL 32314

Re: Benchmark Medical Receivables, Inc.

Dear Clerk:

Enclosed please find the original Articles of Incorporation of Benchmark Medical Receivables, Inc. and Certificate Designating Place of Business or Domicile for Service of Process Within Florida for filing with the State. I have enclosed a check in the amount of \$122.50 representing your filing fee.

Please forward your Notice of Filing to the above address and should you have any questions, please call.

Sincerely,


J. Todd Miller

Date: 9-8-97

enclosures

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97 SEP 17 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BENCHMARK MEDICAL RECEIVABLES, INC.**

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The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and hereby adopts the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I

NAME AND ADDRESS

The name and address of the Corporation is Benchmark Medical Receivables, Inc., 25306 Oaks Blvd., Land O'Lakes, FL 34639.

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation, unless terminated earlier.

ARTICLE III

PURPOSES AND POWERS

This corporation is organized for the purpose of engaging in all lawful business activities permitted to a Corporation under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK

The amount of capital stock authorized shall consist of 100 Shares of common voting stock with a par value of \$1.00 each.

Dividends to shareholders may, in the discretion of the Board of Directors, be paid in cash or in property, but no dividend may be made which would impair the restricted or reserved unearned surplus of the Corporation, except as provided by Florida law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

RESTRICTIONS ON TRANSFER

The Board of Directors may, in its discretion, include within the Bylaws of the Corporation restrictions on the transfers of shares of stock in the Corporation.

ARTICLE VII

NO SHARES ISSUED IN SERIES

The shares of the capital stock are not to be issued in series.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation 25306 Oaks Blvd., Land O'Lakes, FL 34639. The initial registered agent shall be J. Todd Miller.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by action of the board and in accordance with the provision of the Bylaws. The name and address of the initial director of this Corporation is JU. Todd Miller, 25306 Oaks Blvd., Land O'Lakes, FL 34639.

ARTICLE X

MEETINGS

The shareholders and directors of this Corporation shall meet at least once annually at the corporation's principal office on the annual date of the execution of these articles or at such other time and place as may be provided in the Bylaws.

ARTICLE XI

OFFICERS

This Corporation shall have two (2) officers: a President and Secretary/Treasurer, with such duties as shall be by the laws of the State of Florida. The initial officers and offices of this corporation are:

President	J. Todd Miller
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Secretary/Treasurer	J. Todd Miller
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ARTICLE XII

BYLAWS

The Board of Directors may adopt and amend Bylaws for the corporation as provided in the Florida General Corporation Law, by majority vote.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of this corporation is J. Todd Miller, 25306 Oaks Blvd., Land O'Lakes, FL 34639.

INDEMNIFICATION

This corporation shall indemnify any officer, director, of employee of the Corporation, or any former officer, director or employee of the Corporation to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her name this 8th day of September, 1997.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared J. Todd Miller, to me well known and known to me to be the individual described in and who executed the foregoing articles of incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of September, 1997.




Notary Public, State of Florida
at Large

My commission expires: August 12, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Fla. Stat. (1985), the following is submitted:

BENCHMARK MEDICAL RECEIVABLES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 25306 Oaks Blvd., Land O'Lakes, FL 34639, has named, J. Todd Miller as its agent to accept service of process within the state of Florida.

BENCHMARK MEDICAL RECEIVABLES, INC.

By: 

Name: J. Todd Miller

Title: President

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.


J. Todd Miller

Date: September 8, 1997

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TALLAHASSEE, FLORIDA