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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEDICAL REIMBURSEMENT SYSTEMS, INC.

AUDIT NUMBER.....H97000015999

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

CERT. OF STATUS..0

PAGES..... 6

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SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

412 9/26/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 26, 1997

EMPIRE

SUBJECT: MEDICAL REIMBURSEMENT SYSTEMS, INC.  
REF: W97000022087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000015999  
Letter Number: 497A00047604

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDICAL REIMBURSEMENT SYSTEMS, INC.

ARTICLE I - NAME

The name of the corporation is:

MEDICAL REIMBURSEMENT SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

Prepared by:  
Maria Fernandez-Gomez, Esq.  
255 Alhambra Circle  
Suite 610  
Coral Gables, Fl. 33134  
Fla. Bar No. 998494  
(305) 441-8080

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is:  
GRETCHEN JENSEN 3320 Torremolinos, Miami, Florida 33178.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 9150 S.W. 87th Avenue, Miami,  
Florida 33176.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be  
increased from time to time by the By-Laws, but shall never be less than three (3). The names and  
addresses of the initial directors of this corporation are:

GERTCHEN JENSEN  
President  
9150 S.W. 87th Avenue  
Miami, Florida 33176

J. HARRIS LEVY, M.D.  
Vice-President  
1541 Brickell Avenue  
No. 3602  
Miami, Florida 33129

VANESSA VIGO  
Secretary/ Treasurer  
14848 S.W. 176th Street  
Miami, Florida 33187

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

GRETCHEN JENSEN  
3320 TORREMOLINOS AVENUE  
Miami, Florida 33178

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 amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of September, 1997.

  
GRETCHEN JENSEN,  
INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GRETCHEN JENSEN, known by me to be the person who executed the foregoing Articles of Incorporation, or who produced driver's license as identification, and who acknowledged before me that she executed the same for the purposes set forth therein.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the  
State and County aforesaid this <sup>nd</sup> 22 day of September, 1997.

  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE



MARIA F. FERNANDEZ-GOMEZ  
My Commission C0520323  
Expires Dec. 30, 1999

My commission expires:

CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

BE IT KNOWN THAT:

MEDICAL REIMBURSEMENT SYSTEMS, INC. , desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of business in Dade County, Florida, has  
named GRETCHEN JENSEN, whose address is 3320 TORREMOLINOS AVENUE, Miami,  
Florida 33178, as its agent to accept service of process within Florida.

MEDICAL REIMBURSEMENT SYSTEMS, INC.

By:   
GRETCHEN JENSEN

DATED this <sup>nd</sup> 22 day of September, 1997.

ACCEPTANCE

Having been named to accept service of process for MEDICAL REIMBURSEMENT  
SYSTEMS, INC. at 9150 S.W. 87TH AVENUE, No.100, Miami, Florida 33176, I hereby agree

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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.

  
GRETCHEN JENSEN  
REGISTERED AGENT

DATED this 22<sup>nd</sup> day of September, 1997

FILED  
97 SEP 26 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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