



ACCOUNT NO. : 072100000032

REFERENCE : 628096 4331939

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujols

ORDER DATE : December 9, 1997

ORDER TIME : 2:22 PM

ORDER NO. : 628096-005

CUSTOMER NO: 4331939

100002367551--4

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 PM 12:36

DOMESTIC FILING

NAME: MEDICAL CHART REVIEW
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

624-1011.
W97-27559
167-624-1011-

cg
12/12/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MEDICAL CHART REVIEW INCORPORATED
Ref. Number: W97000027559

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RESUBMIT
Please give original
submission date as file date.

We have received your document for MEDICAL CHART REVIEW INCORPORATED and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must have original signatures.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 297A00058388

RECEIVED
97 DEC 11
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 PM 12:36

December 10, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MEDICAL CHART REVIEW INCORPORATED
Ref. Number: W97000027559

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If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00058152

RESUBMIT

Please give original
submission date as file date.

**ARTICLES OF INCORPORATION
OF
MEDICAL CHART REVIEW INCORPORATED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 PM 12:36

(a Florida corporation)

ARTICLE I - NAME

The name of the Corporation is **MEDICAL CHART REVIEW INCORPORATED** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 1060 Creek Ford Drive, Weston, Florida 33326.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name and address of the initial director of the Corporation is as follows:

Joseph M. Sachs
1060 Creek Ford Drive
Weston, Florida 33326

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is C. Deryl Couch, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of MEDICAL CHART REVIEW INCORPORATED, this 9th day of December, 1997.



C. DERYL COUCH
Incorporator

**CONSENT OF REGISTERED AGENT
OF
MEDICAL CHART REVIEW INCORPORATED**

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The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **MEDICAL CHART REVIEW INCORPORATED**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY
Registered Agent

By: 
Karen B. Rozar, As Its Agent