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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: A&S MEDICAL BILLING, INC.

AUDIT NUMBER.....H98000001170

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
A&S MEDICAL BILLING, INC.

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ARTICLE I
NAME

The name of this Corporation is A&S MEDICAL BILLING, INC.

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 505 Tibidabo Avenue, Coral Gables, Florida 33143 and the name of the initial registered agent at that address is Manny Fernandez.

ARTICLE V
DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial directors of this Corporation are Arelis Collado and Sonia C. Silva located at 717 Ponce de Leon Boulevard, Suite 214, Coral Gables, Florida 33134.

RICHARD I. BLINDERMAN, ESQUIRE
FLORIDA BAR NO. 304301
3111 STIRLING ROAD
FORT LAUDERDALE, FLORIDA 33312
954-995-41816

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Richard I. Blinderman, Esq., Becker & Poliakoff, P.A., 3111 Stirling Road, Fort Lauderdale, FL 33312.

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**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 717 Ponce de Leon Boulevard, Suite 214, Coral Gables, Florida 33134.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

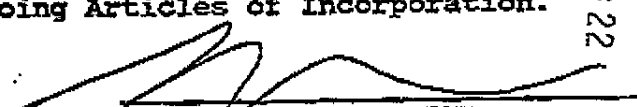
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of January, 1998.


Richard I. Blinderman, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD I. BLINDERMAN

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