

BLANK ROME COMISKY & MCCAULEY LLP

Counselors at Law

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P980000021858

February 26, 1998

Via Federal Express
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
(904) 488-9000

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Re: WestLake Medical Billing, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above referenced corporation. Also enclosed is our check in the amount of \$122.50 for filing of the Articles.

Thank you.

Sincerely,

Roger C. Stanton

ROGER C. STANTON

Enclosures
RCS/fs

vital/ltr.1

FILED
98 MAR -6 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Don't
2/20/98*

**ARTICLES OF INCORPORATION
OF**

WESTLAKE MEDICAL BILLING, INC.

FILED
98 MAR -6 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is WestLake Medical Billing, Inc. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, \$1.00 par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Miami, Florida, and its mailing address shall be:

11341 S.W. 42nd Street
Miami, Florida 33165

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Caridad J Hernandez
11341 S.W. 42nd Street
Miami, Florida 33165

ARTICLE VIII

The names and street addressees of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Caridad J. Hernandez President, Director	11341 S.W. 42nd Street Miami, FL 33165
Roberto J. Hernandez Vice President, Secretary, Director	11341 S.W. 42nd Street Miami, FL 33165

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Caridad J. Hernandez	11341 S.W. 42nd Street Miami, FL 33165

IN WITNESS WHEREOF, I have hereunto set my hand this 3 day of March, 1998.

INCORPORATOR

Caridad J. Hernandez
Caridad J. Hernandez

STATE OF FLORIDA

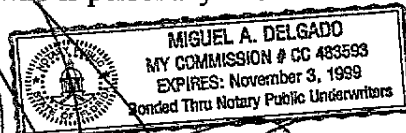
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COUNTY OF DADE

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The foregoing instrument was acknowledged before me this 3 day of March, 1998 by Caridad J. Hernandez who is personally known to me or who has produced _____ as identification.



Notary Public

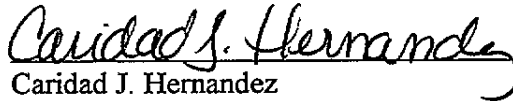
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is WestLake Medical Billing, Inc.
2. The name and address of the registered agent and office is:

Caridad J. Hernandez
11341 S.W. 42nd Street
Miami, Florida 33165

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Caridad J. Hernandez

Dated: March 3, 1998

FILED
98 MAR -6 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA