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Maria Azevedo
Accountant

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Miami, Florida 33156

Phone (305) 274-6909
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March 4, 1998

Florida Department of State
Division of Corporation
P.O.Box 6327
Tallahassee, Florida 32314

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-03/13/98--01121--012
***122.50 ***122.50

Re: *Physician Reimbursement Specialists, Inc.*

Gentlemen:

Enclosed is check #1240 in the amount of \$122.50 for the filing of Articles of Incorporation for *Physician Reimbursement Specialists, Inc.*

- 2. *Physician Reimbursement Consultants, Inc.*
- 3. *Physician Medical Reimbursement Specialists, Inc.*

Thank you for your immediate attention. If you have any question please contact the above.

Sincerely yours,

Maria Azevedo

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98 MAR 13 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
3/11/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Physician Reimbursement Specialists, Inc.

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLES I

The name of the Corporation shall be:

Physician Reimbursement Specialists, Inc.

ARTICLES II

This Corporation may be engage in any activity or business permitted under the laws of the State Of Florida.

ARTICLES III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares Common Stock - \$1 par value

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to call thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than one hundred (\$100.00) dollars.

ARTICLE V

The Corporation shall commence its existence on the date of filing and have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at:
618 NW 128 Place, Miami, Fl. 33182 said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agents of this Corporation is:

Elia Cal

618 NW 128 Place
Miami, Fl. 33182

ARTICLE VII

The business of the Corporation shall be conducted by the Board of Directors of not less than one (1), to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

Elia Cal

618 NW 128 Place
Miami, Fl. 33182

ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Elia Cal

618 NW 128 Place
Miami, Fl. 33182

Favien Mayans Cal

13394 NW 8 Street
Miami, Fl. 33182

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation are as follows:

Elia Cal

618 NW 128 Place
Miami, Fl. 33182

ARTICLES XI

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLES XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other right contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE XIV

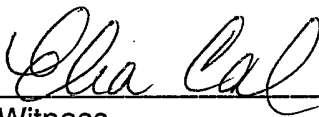
No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

The private property of the stockholder shall not be subject to the payment of the Corporate debts, to any extent whatsoever, The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

IN WITNESS THEREOF, the undersign incorporator, being the same person in article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this

10th day of March, 1998.



Witness

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,
ELIA C. CAL to me to be the person described
herein and whose name is signed on the foregoing Certificate of
Incorporation of Physician Reimbursement Specialists, Inc. and who is
described in said Certificate as the Incorporator of said
Corporation, and acknowledged before me that he
executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 10th day of March,
1998.



Joseph J. Desmond
Notary Public

My commission Expires:

4-4-2000

The undersign hereby accepts the designation as registered agent of
the corporation

Elia Cal
EliaCal

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98 MAR 13 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA