

PA8000025264

TRANSMITTAL LETTER

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

98 MAR 9 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03/09/98-01076-017
***122.50 ***122.50

SUBJECT: AGS Medical Billing Services, Inc.
(PROPOSED CORPORATE NAME)

EFFECTIVE DATE

3-6-98

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF IN-
CORPORATION AND OUR CHECK FOR \$ 122.50

FROM:

AGS Medical Billing, Inc.
NAME (PRINTED OR TYPED)

12547 Spring Hill Dr.
ADDRESS

Spring Hill, FL 34609
CITY, STATE, & ZIP

(352) 684-6659
TELEPHONE NUMBER

Edwin Soto GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VI-2A
DATE 3/7/98
DOC. EXAM. OK

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

F Hall

MAR 18 1998

WFS-5380



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

EDWIN D. SOTO
5212 FENIAN DRIVE
SPRING HILL, FL 34609

SUBJECT: AGS MEDICAL BILLING SYSTEMS, INC.
Ref. Number: W98000005380

We have received your document for AGS MEDICAL BILLING SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

* 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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 098A00013149

* Document attached!

ARTICLES OF INCORPORATION OF

AGS MEDICAL BILLING SYSTEMS, INC.

FILED

98 MAR -9 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED INCORPORATORS(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

EFFECTIVE DATE

3-6-98

THE NAME OF THE CORPORATION SHALL BE:

AGS MEDICAL BILLING SYSTEMS, INC.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION HAS AUTHORITY TO ISSUE IS TWO HUNDRED (200), ALL OF WHICH SHALL BE COMMON SHARES WITH ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IX - INCORPORATO(S)

THE NAME AND ADDRESS OF THE INCORPORATOR IS :

EDWIN D. SOTO
5212 FENIAN DRIVE
SPRING HILL, FL. 34609

ARTICLE X - BY-LAWS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED TO THEM TO THE SHAREHOLDERS, AND APPROVED AT A SHAREHOLDERS MEETING BY A MAJORITY OF SHAREHOLDERS ENTITLED TO VOTE THEREON, MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREFORE, I HAVE HEREUNTO SUBSCRIBE MY NAME
THIS 6 DAY OF MARCH, 1998.


EDWIN D. SOTO

SWORN TO AND SUBSCRIBED BEFORE ME THIS 6th DAY OF
March, 1998.


NOTARY PUBLIC

S300-204-46-461-0

MY COMMISSION EXPIRES 8/27/2001

(SEAL)
Kelly A Meyer
My Commission CC675193
Expires August 27, 2001

ARTICLE V - PRINCIPAL OFFICE

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 12597 SPRING HILL DRIVE, SPRING HILL, FLORIDA 34609. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DESIGNATE SUCH OTHER ADDRESSES AND PLACES FOR THE PRINCIPAL OFFICE OF THIS CORPORATION AS IT SEES FIT.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: EDWIN D. SOTO, 5212 FENIAN DRIVE, SPRING HILL, FL 34609.

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1).

ARTICLE - VIII

THE NAME AND ADDRESS OF THE INITIAL DIRECTORS, WHO SHALL HOLD OFFICE UNTIL SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

EDWIN D. SOTO
5212 FENIAN DRIVE
SPRING HILL, FL. 34609

PEDRO J. VERGE
10367 LOCKER DRIVE
SPRING HILL, FL. 34608


NEIDA VERGE, SECRETARY

CERTIFICATE OF REGISTRATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 MAR -9 AM 11:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITTED THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: AGS MEDICAL BILLING
SYSTEMS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS:
EDWIN D. SOTO
5212 FENIAN DRIVE
SPRING HILL, FL. 34609

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF THE 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
FURTHERMORE 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.



EDWIN D. SOTO

MARCH 16, 1998