

P98000029511

DAVID W. LANGHAM, P.A.
ATTORNEY AT LAW

Post Office Box 331178
Atlantic Beach, Florida 32233
Facsimile (904)247-7003

(904)246-6464
Cellular (904)868-6143
Pager (904)889-0352

March 26, 1998

200002470592-1
-03/27/98-01056-003
*****75.00 *****75.00

EFFECTIVE DATE
3-24-98

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Mediscripts Company, Inc.

Gentlemen:

You will find enclosed the original Articles of Incorporation for the above referenced company, together with a check in the amount of \$75.00 for the filing fee. You will also find enclosed a copy of this letter which I would appreciate your returning to me with the date of filing stamped thereon in the enclosed self-addressed and stamped envelope.

Thank you for your assistance. Should you have questions or comments, please feel free to contact me at your convenience.

Sincerely,

David W. Langham

DWL/dmf

Enclosures

cc:

F. CHESSEY MAR 31 1998

FILED
98 MAR 27 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDISCRIPTS COMPANY INC.

EFFECTIVE DATE
3-24-98

FILED
98 MAR 27 AM 11:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is MEDISCRIPTS COMPANY, INC.

Section 1.2 **Mailing Address.** The mailing address of the corporation is P.O. Box 380033, Jacksonville, FL 32205.

ARTICLE II DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III PURPOSES

Section 3.1 **Purposes.** This corporation is organized for the purposes of developing, maintaining, and providing billing services to physicians, clinics, nursing homes and other health care practitioners, and for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 436 Jacksonville Drive, Jacksonville Beach, Florida 32250 and the name of the initial registered agent of this corporation at that address is David W. Langham, Esq.

ARTICLE VI DIRECTORS

Section 6.1 **Number.** This corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors**. The name and address of the members of the first board of directors of the corporation are:

NAME

Doris A. Langham

ADDRESS

1300 Crystal Drive, #1508S
Arlington, Virginia 22202

Eric McDaniel

1855 Greenwood Ave.
Jacksonville, Florida 32205.

ARTICLE VII BYLAWS

Section 7.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII INCORPORATOR

Section 8.1 **Name and Address**. The name and street address of the incorporators of this corporation are:

NAME

Doris A. Langham

ADDRESS

1300 Crystal Drive, #1508S
Arlington, Virginia 22202

Eric McDaniel

1855 Greenwood Ave.
Jacksonville, Florida 32205.

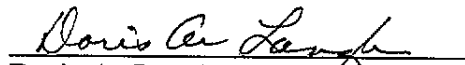
ARTICLE IX INDEMNIFICATION


Section 9.1 **Indemnification**. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X AMENDMENT

Section 10.1 **Amendment**. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

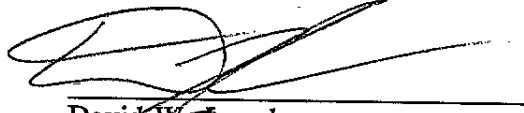
IN WITNESS WHEREOF, the incorporators have executed these Articles the 24 day of March, 1998.


Doris A. Langham, Incorporator


Eric McDaniel, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


David W. Langham
Date: 03/24/98

FILED
98 MAR 27 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA