

P98000038022

Row THAMES

994 DEER SPGS RD

PORT ORANGE, FL 32119

Department of State
Division of Corporations
P.O. Box 6327

Tallahassee, FL 32314

April 22, 1998

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-04/24/98--01109--014
*****70.00 *****70.00

Dear Madam/Sir:

Enclosed please find Articles of Incorporation
for D+Q Medical Billing Associates. Also, enclosed
is the filing fee of \$ 70⁰⁰. Should you
have any questions please call (904) 760-6361.

Thank You for your assistance.

Thames

FILED
98 APR 24 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M 4-28-98

ARTICLES OF INCORPORATION
OF
D & D MEDICAL BILLING ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be D & D MEDICAL BILLING ASSOCIATES, Inc.

ARTICLE II

The Corporation is a for profit corporation as authorized by the laws of the State of Florida and shall be organized pursuant thereto and shall enjoy all of the rights, privileges and immunities as provided for therein.

ARTICLE III

The Corporation shall have authority to issue Ten Thousand (10,000) shares of common stock.

The common stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law, including, but not limited to, the following rights and privileges:

- (1) Dividends may be declared and paid or set apart for payment upon the common stock out of any assets or funds of the Corporation legally available for payment of the dividends;

- (2) The holders of common stock shall have the right to vote for the election of the Board of Directors and on all other matters requiring stockholder action, each share being entitled to one vote; and
- (3) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro ride to the holders of the common stock in accordance with their respective rights and interests.

ARTICLE IV

This Corporation shall have perpetual duration.

ARTICLE V

The Corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code, as amended, pursuant to such prior plans as it may from time to time adopt, and the Corporation shall be authorized to adopt an initial plan for the issuance of such common stock at its first organizational meeting.

ARTICLE VI

This Corporation may be dissolved upon the written direction of two-thirds of the shareholders of the Corporation.

ARTICLE VII

The annual meeting of the shareholders of the Corporation shall be held on the first business day following the 20th day of January and shall be held at the Corporation's principal office.

ARTICLE VIII

Special meetings of the shareholders shall be held upon written notice of the President to the shareholders, or at such other times as may be prescribed in the duly adopted by-laws.

ARTICLE IX

The Corporation elects to have a Board of Directors who shall be elected by the shareholders, in accordance with by-laws duly adopted by the Board of Directors. The Board of Directors shall appoint such officers as are necessary to operate the corporation. Nothing contained herein shall prohibit any person duly elected from holding more than one office. Each officer or director shall be elected or appointed for a term of office running until the next annual meeting of the Board of Directors of the Corporation, or such other term as provided by resolution of the Board of Directors. Each officer or director shall serve for the term of office to which he or she is elected or appointed until his or her successor has been elected or appointed and has qualified or until his or her earlier resignation, removal from office or death. Any two or more offices may be held by the same person.

ARTICLE X

The initial registered office and principal office of the Corporation shall be at 1507 Casey Lane, Port Orange, Florida 32119. The initial registered agent of the Corporation at such address shall be Elizabeth D. Fendlay.

ARTICLE XI

The names and residences of the incorporators to these Articles of Incorporation are:

Elizabeth D. Fendlay	1507 Casey Lane	Port Orange, FL 32119
Drema L. Thames	994 Deer Springs Rd.	Port Orange, FL 32119

ARTICLE XII

The mailing address of the Corporation is Post Office Box 10826, Daytona Beach, Florida 32120.

ARTICLE XIII

The officers of this Corporation shall be President, Vice-President, Secretary and Treasurer. The affairs of the Corporation shall be managed by said officers. Said officers shall be elected or appointed at the annual meeting of the Corporation for a term of one (1) year.

ARTICLE XIV

The officers who are to serve until the first election of officers are:

President:	Elizabeth D. Fendlay	1507 Casey Lane	Port Orange, FL 32119
Vice President:	Drema L. Thames	994 Deer Springs Rd.	Port Orange, FL 32119
Secretary:	Billy R. Lambert	1507 Casey Lane	Port Orange, FL 32119
Treasurer:	Ronald D. Thames	994 Deer Springs Rd.	Port Orange, FL 32119

ARTICLE XV

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the Board of Directors of the Corporation, but shall never be less than three (3). The names and street addresses of the members of the first Board of Directors are:

Elizabeth D. Fendlay	1507 Casey Lane	Port Orange, FL 32119
Drema L. Thames	994 Deer Springs Rd.	Port Orange, FL 32119
Billy R. Lambert	1507 Casey Lane	Port Orange, FL 32119
Ronald D. Thames	994 Deer Springs Rd.	Port Orange, FL 32119

ARTICLE XVI

The by-laws of this Corporation shall be made, altered or rescinded by action of the Board of Directors of the Corporation.

ARTICLE XVII

The Corporation is authorized to engage in any lawful business or activity for which corporations may be organized under the laws of the State of Florida to engage in the business of providing all types of services to individuals, corporations, partnerships and businesses of all kinds; marketing, selling; consulting; publishing; marketing, distribution, promoting, transportation and sale, either at wholesale or retail any product; to engage in the lending and borrowing of money; investment to include stock, futures and commodity trading, the brokerage; to purchase, lease or otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible, intangible and mixed, both within and without this state; and, to enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose or purposes allowed by law.

ARTICLE XVIII

These Articles of Incorporation may be amended in the manner provided by law. Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the members of the Board of Directors at least one (1) week prior to the meeting at which it is to be voted upon, and a two-thirds (2/3) vote of the members of the Board of Directors shall be required for approval of the amendment.

ARTICLE XIX

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

The undersigned has executed these Articles of Incorporation

on April 22, 1998.

Elizabeth D. Fendlay
Elizabeth D. Fendlay

Drema L. Thames
Drema L. Thames

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, Elizabeth D. Fendlay, whose mailing address and street address are 1507 Casey Lane, Port Orange, FL 32119, hereby accept the herein designation as resident agent of this corporation.

DATED this 22 day of April, 1998.

Elizabeth D. Fendlay
Elizabeth D. Fendlay

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