

*Selman & Claire*

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AND COUNSELORS AT LAW

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BOCA RATON, FLORIDA 33433  
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 29 AM 10:50

RICHARD M. SELMAN, P.A.\*  
ROBERT I. CLAIRE, ESQUIRE, P.A.\*\*  
\* ALSO ADMITTED IN NEW JERSEY  
\*\* CERTIFIED PUBLIC ACCOUNTANT

May 22, 1998

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000002540230-6  
-05/29/98--01009--007  
\*\*\*\*122.50 \*\*\*\*122.50

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: PHISCO, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

*Robert I. Claire*

Robert I. Claire, Esq.

RIC/jc  
Enclosures/check

*Cheryl*

*W98-11987  
5/29*

ARTICLES OF INCORPORATION

OF

PHISCO, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

PHISCO, INC.  
9960 Central Park Blvd. S, Suite #403  
Boca Raton, FL 33428

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To provide medical billing, collection and management services for physicians.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Rand L. Schwartzwald, Director	9960 Central Park Blvd. S. Suite #403 Boca Raton, FL 33428
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ARTICLE VII  
OFFICERS

The names and addresses of each initial officer is as follows:

Rand L. Schwartzwald, President, Treasurer and Secretary	9960 Central Park Blvd S. Suite #403 Boca Raton, FL 33428
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ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

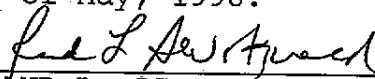
Rand L. Schwartzwald  
9960 Central Park Boulevard S.  
Suite #403  
Boca Raton, FL 33428

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 22<sup>nd</sup> day of May, 1998.

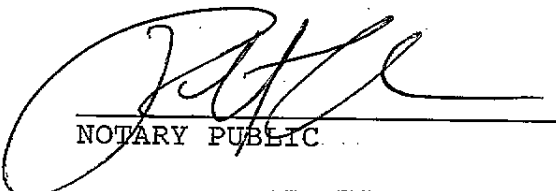
  
RAND L. SCHWARTZWALD

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of May, 1998, by RAND L. SCHWARTZWALD, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

My commission expires:

  
NOTARY PUBLIC

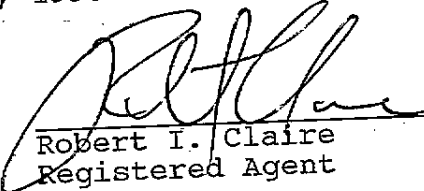


Robert Claire  
MY COMMISSION # CC630247 EXPIRES  
March 27, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **PHISCO, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 22<sup>nd</sup> day of May, 1998.

  
Robert I. Claire  
Registered Agent

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