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BROUSSARD, CONDRY & MORGAN

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

FIRST UNION BUILDING

20 NORTH ORANGE AVENUE

SUITE 1108

ORLANDO, FLORIDA 32801

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July 31, 1998

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

RE: PROVIDER COMPLIANCE, INC.

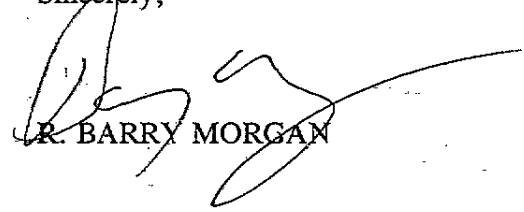
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***122.50 ***122.50

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for the above-named corporation. I have also enclosed a check in the amount of \$122.50, representing your fee associated with filing and certifying the Articles of Incorporation. Please forward the certified Articles of Incorporation together with the Certificate of Incorporation to the undersigned at the address noted above.

If you have any inquiries on this matter, please do not hesitate to call this office.

Sincerely,



R. BARRY MORGAN

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Enc.

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ARTICLES OF INCORPORATION
OF
PROVIDER COMPLIANCE, 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

The name of the corporation shall be:

PROVIDER COMPLIANCE, INC.

ARTICLE II. DURATION

This corporation is to exist perpetually.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To transact other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

1. The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of

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said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

2. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office of this corporation in the State of Florida will be **20 North Orange Avenue, Suite 1108, Orlando, Florida 32801**. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is **R. Barry Morgan**.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

The names and addresses of the members who are to serve as a member of the initial Board of Directors are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Terry W. Johnson President/Secretary	1900 King Arthur Circle Maitland, FL 32751
2.	Roxanne N. Johnson Director	1900 King Arthur Circle Maitland, FL 32751

ARTICLE VII. INCORPORATOR

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
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R. Barry Morgan

20 North Orange Avenue, Suite 1108
Orlando, FL 32801

ARTICLE VIII. PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall not apply to the reissuance of all redeemed or otherwise acquires shares, including the reissuance of treasury shares.

ARTICLE IX. AMENDMENT

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

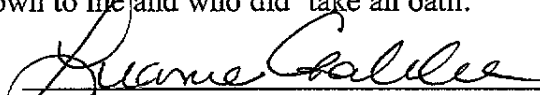
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal the 31st day of July, 1998.



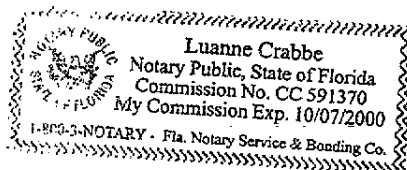
Terry W. Johnson

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of July 1998, by Terry W. Johnson, who is personally known to me and who did take an oath.



Notary Public



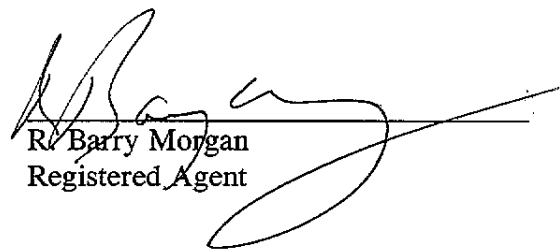
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to §48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **PROVIDER COMPLIANCE, INC.** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Maitland, County of Orange, State of Florida, has named **R. Barry Morgan**, located at **20 North Orange Avenue, Suite 1108, Orlando, FL 32801**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.


R. Barry Morgan
Registered Agent

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