

JAY WOLFSON
ATTORNEY AND COUNSELOR AT LAW
804 EVENINGSIDE COURT, TAMPA, FLORIDA 33613
813-265-2250 FAX 813-963-0791

P980000069548
22 July 1998

Sandra Mortham
Secretary of State
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Secretary Mortham:

On behalf of my client, Medical Resources Finance, Inc., I am forwarding the attached corporate documents and fees to you.

We are filing to incorporate a new Florida corporation, to be called Medical Resources Financing, Inc.

Attached, please find Articles of Incorporation for the new corporation and the filing fee of \$131.25, which includes the fee for a Certified Copy and Certificate.

Should you have any questions, please contact me directly. Thank you for your assistance in this matter.

Sincerely,


Jay Wolfson

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1998

JAY WOLFSON, ESQ.
804 EVENINGSIDE CT.
TAMPA, FL 33613

SUBJECT: MEDICAL RESOURCES FINANCE, INC.
Ref. Number: W98000017364

We have received your document for MEDICAL RESOURCES FINANCE, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 698A00040132

**ARTICLES OF INCORPORATION
OF
MEDICAL RESOURCES FINANCE, INC.**

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DIVISION OF CORPORATIONS
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- Article 1. The name of the corporation is MEDICAL RESOURCES FINANCE, INC.
- Article 2. The address of the principal office of the corporation is 3502 Henderson Blvd, Suite 300, Tampa, Florida 33609
- Article 3. The duration of the corporation is perpetual.
- Article 4. The purpose of this corporation is to provide physicians and patients with services to improve the scheduling of diagnostic medical services, and to conduct other legal business in the State of Florida.
- Article 5. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share shall entitle its holder to one vote at each annual or special meeting of stockholders of the corporation. The consideration for the issuance of said shares of capital stock may be paid in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.
- Article 6. The Shareholders of the Corporation shall have preemptive rights to purchase shares of any Shareholder who elects to relinquish or sell shares.
- Article 7. Registered Agency and Office. The registered agent for the Corporation is Jay Wolfson, and the registered office is 804 Eveningside Court, Tampa, Florida 33613

Article 8. The number of directors constituting the Board of Directors shall be three (3), and their names and addresses are:

<u>Name</u>	<u>Address</u>
Brandie Puls	3502 Henderson Blvd., Suite 300, Tampa, Fl. 33609
John Puls	3502 Henderson Blvd., Suite 300, Tampa, Fl. 33609
Jay Wolfson	804 Eveningside Court, Tampa, Florida 33613

The number of directors may be raised or lowered by amendment of the bylaws, but shall in no case be lower than three.

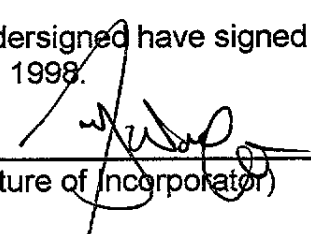
Article 8. The officers of the Corporation shall consist of a President, Vice President, and Secretary Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors, and may be removed by the Board of directors, at such time and in such manner as prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Brandie Puls	3502 Henderson Blvd., Suite 300, Tampa, Fl. 33609
Vice President/ Treasurer	John Puls	3502 Henderson Blvd., Suite 300, Tampa, Fl. 33609
Vice President/ Secretary	Jay Wolfson	804 Eveningside Court, Tampa, Florida 33613

Article 9. Incorporators. The name and address of the incorporator of this Corporation is:

Jay Wolfson, Esq. 804 Eveningside Court, Tampa, Florida 33613

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on this 21st day of July, 1998.

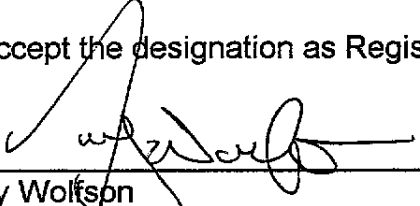

(Signature of Incorporator)

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

Before me personally appeared Jay Wolfson, to me well known and known to me to be the person described and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2th day of August 1998.

I accept the designation as Registered Agent:



Jay Wolfson



Notary Public



KEVIN J. MADDEN
COMMISSION # CC 688129
EXPIRES OCT 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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