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LAW OFFICE

MARGOT PEQUIGNOT, P.A.

P.O. BOX 2497
LARGO, FL 33779-2497

164 8th AVENUE S.W.
LARGO, FL 33770

(727) 518-7330
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January 7, 1998

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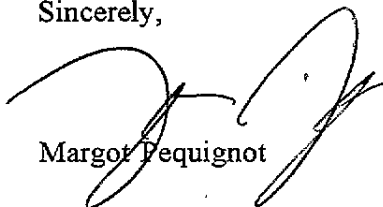
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Specialty Billing & Office Services, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation together with an original Certificate of Designation Registered Agent/Registered Office regarding the above named corporation. Please return a certification copy of the Articles of Incorporation to my office in the envelope provided. Also enclosed, please find my firm check in the amount of \$122.50 to cover the filing, certification and registered agent fees. If you have any questions, please contact Betsy in my office. Thank you for your assistance.

Sincerely,



Margot Pequignot

MP/bam

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
SPECIALTY BILLING & OFFICE SERVICES, INC.

ARTICLE I

Name

The name of this corporation is: Specialty Billing & Office Services, Inc.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

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ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Principal Office of Corporation

The principal office and mailing address of this corporation is 860 South Village Drive, No. 105, St. Petersburg, Florida 33716.

ARTICLE VII

Initial Registered Office of Agent

The name and address of the initial registered agent of this corporation is Margot Pequignot, Esquire, 164 8th Avenue S.W., Largo, Florida 33770.

ARTICLE VIII

Initial Board of Directors and Officers

This corporation shall have one (1) director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The name and address of the initial director and officer of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Offices</u>
Kathy J. Gordon	860 South Village Drive, No. 105 St. Petersburg, Florida 33716	President/ Director

ARTICLE IX

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Kathy J. Gordon	860 South Village Drive, No. 105 St. Petersburg, Florida 33716

ARTICLE X

By-Laws

The power to adopt, alter, amend, or revise By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XIII

Indemnification


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

ARTICLE XIV

Amendment

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

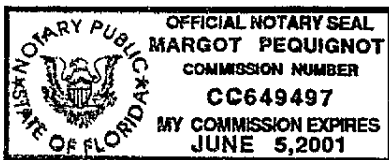
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of OCTOBER, 1998.


Kathy J. Gordon
Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, a Notary Public authorized to take acknowledgements this State and County set forth above, personally appeared KATHY J. GORDON, who is personally known to me or who has produced _____ as identification and who is known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of October, 1998.



Notary Public

MARGOT PEQUIGNOT
Print Name

June 5, 2001
My Commission Expires:

**CERTIFICATE OF DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: Specialty Billing & Office Services, Inc.
2. The name and address of the registered agent and office are:

MARGOT PEQUIGNOT, ESQUIRE
164 8th Avenue S.W.
Largo, Florida 33770

ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Margot Pequignot
(Resident Agent)

Date

Oct 29, 1998

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