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Estate & Tax Planning
All Forms Preparation

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 13 PM 3:12

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November 10, 1998

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State of Florida
Office of the Secretary of State
Corporation Registration
P.O. Box 5588
Tallahassie, FL 32314

Re. THE PROGRESSIONS GROUP, INC.

Dear Sir/Madam:

Enclosed are two (2) originals of the Articles of Incorporation of THE PROGRESSIONS GROUP, INC., together with a Certificate Accepting the Appointment as Resident Agent for filing purposes.

Also enclosed is my Client's Account check drawn to your order in the amount of \$78.75 to cover Filing Fees, Registered Agent Designation to provide the undersigned with a Certified Copy of these Articles of Incorporation.

Please send the Certified Copy of the Articles of Incorporation to the undersigned at the above address.

Thank you for your kind attention,

Very truly yours,

Jack Nerenberg
Jack Nerenberg
encl. 3
cc: TPG

D. BROWN NOV 17 1998

ARTICLES OF INCORPORATION
OF

THE PROGRESSIONS GROUP, INC.

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The undersigned hereby associates himself into a corporation with the filing of these Articles of Incorporation pursuant to FLORIDA GENERAL CORPORATION ACT.

1. The name of the Corporation is:

THE PROGRESSIONS GROUP, INC.

2. The Resident Agent and registered office in Florida is

Sean J. Donahue
6751 Calais Avenue
Cocoa, FL 32927-3627

PRINCIPAL PLACE OF BUSINESS:
6751 Calais Avenue
Cocoa, FL 32927-3627

3. The total authorized capital stock of this corporation is:

2500 Shares No Par Value

4. The original incorporators shall be the original directors of the corporation and shall number two (2), with a reserved right to change the number of directors as provided by Florida 607 is as follows:

Sean J. Donahue
6751 Calais Avenue
Cocoa, FL 32927-3627

Shannon M. Kies
6751 Calais Avenue
Cocoa, FL 32927-3627

5. The primary purpose of this corporation is:

To engage in the business of electronic medical and dental insurance claims filing for the benefit of doctors and dentists, a billing service primarily but not limited to the medical and dental professions.

To do everything necessary and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or associated with other corporations, firms or individuals, and to do everything a natural person may do that will serve the best interest of the corporation.

6. The capital stock will be fully paid and non-assessable.

7. The names and addresses of the incorporators signing these Articles of Incorporation are:

Sean J. Donahue
6751 Calais Avenue
Cocoa, FL 32927-3627

Shannon M. Kies
6751 Calais Avenue
Cocoa, FL 32927-3627

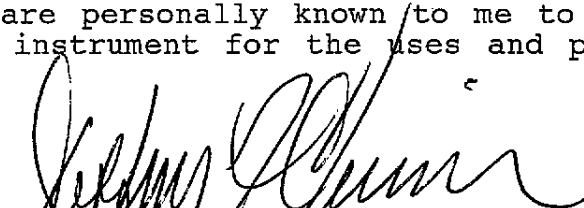
8. The existence of this corporation is perpetual.


Sean J. Donahue


Shannon M. Kies

STATE OF FLORIDA)
)
COUNTY OF Brevard) ss:.

On this 31st day of October, 1998, before me, a Notary Public in and for the State of Florida personally appeared Sean J. Donahue and Shannon M. Kies, who are personally known to me to be the persons who executed this instrument for the uses and purposes herein expressed.


Notary Public

(seal)



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CERTIFICATE OF ACCEPTANCE OF APPOINTMENT

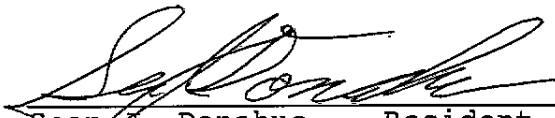
AS RESIDENT AGENT

In the matter of THE PROGRESSIONS GROUP, INC.

I, Sean J. Donahue of 6751 Calais Avenue in the City of Cocoa,
County of *Brevard*, Zip Code: 32927-3627, and State of Florida,
do hereby accept the appointment as Resident Agent of the above
entitled corporation in accordance with Florida Title 607.

Furthermore, that the mailing address for the above registered
office is: 6751 Calais Avenue, Cocoa, FL 32927-3627.

IN WITNESS WHEREOF, I have hereunto set my hand this day of
October, 1998.


Sean J. Donahue, Resident Agent

FL 607 Except during any period of vacancy described in The Florida General Corporation Act, every corporation must have a resident agent, who may be either a natural person or a corporation, resident or located in this state. Every resident agent must have a street address, where he maintains an office for the service of process, and may have a separate mailing address such as a post office box, which may be different from the street address. The address of the resident agent is the registered office of the corporation in this state. The resident agent may be any bank or banking corporation, or other corporation, located and doing business in this state... The Certificate of Acceptance must be filed at the time of the initial filing of the corporate papers.