# Barbieri & Screnci PA Attorneys at Law

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December 21, 1998

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

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Re: First Med Billing Group, Inc.

Dear Division of Corporations:

Enclosed please find the originals and one photocopy of the Articles of Incorporation for the above-referenced corporations.

Also enclosed is a check made payable to the Secretary of State in the amount of \$157.50 to cover the filing fees. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

Very truly yours,

BARBIERI & SCRENCI, P.A.

Stephen W. Screnci For the Firm

SWS:dd Enclosures

cc: Martin Derrek Jenkins

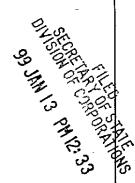
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# Articles of Incorporation of

### First Med Financial Group, Inc.



I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

#### ARTICLE 1 NAME

The name of the corporation shall be First Med Financial Group, Inc.

## ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

## ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

## ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is 3785 North Federal Highway, Suite 200, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that office is Martin Derrick Jenkins.

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#### ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

#### ARTICLE VII <u>PREEMPTIVE RIGHTS</u>

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VIII

### BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial director of the corporation is Martin Derrick Jenkins of 3785 North Federal Highway, Suite 200, Boca Raton, Florida 33431.

#### ARTICLE IX BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

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#### ARTICLE X SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation is Martin Derrick Jenkins of 3785 North Federal Highway, Suite 200, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of December, 1998.

Martin Derrick Jenkins

#### ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Martin Derrick Jenkins, Registered Agent

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STATE OF FLORIDA	)	
		) ss:
COUNTY OF PALM BEACH	)	

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Martin Derrick Jenkins** to me known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 21st day of December, 1998.

Notary Public



Barbieri & Screnci, P.A. Attorneys at Law 3200 N. Military Trail Suite 200 Boca Raton, FL 33431 (561) 997-5700