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December 21, 1998

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

000002739940--1

-01/13/99--01058--017

****157.50 *****78.75

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 12:33

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15

Articles of Incorporation of First Med Financial Group, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 PM 12:33

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 I 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**.

Articles of Incorporation

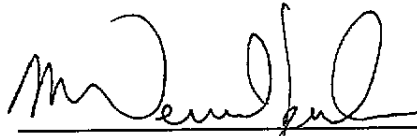
First Med Financial Group, Inc.

Page 3

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.**

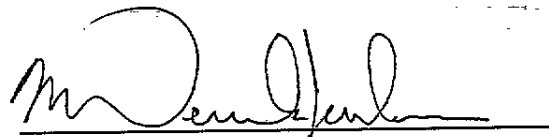
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of December, 1998.



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

Barbieri & Screnci, P.A.
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