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FILED  
99 MAR 26 AM 9:16  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

*Paul J. Burns, Esq.*

12525 Walsingham Road  
Largo, Florida 33774

(813) 595-4540  
Fax: (813) 596-1016

of FL & NJ Bars

Re: Professional Billing Solutions, Inc

Dear Clerk:

Kindly file the enclosed Articles of Incorporation.

Enclosed is a check in the amount of \$78.75.

Please return 1 ~~copy~~ certified copy to my office.

If you have any questions do not hesitate to contact my office.

Sincerely,

  
Paul J. Burns

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-03/26/99--01085--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SHARON

MAR 27 1039

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL BILLING SOLUTIONS, INC.

**FILED**  
99 MAR 26 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is PROFESSIONAL BILLING SOLUTIONS, INC.

ARTICLE TWO  
DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR  
STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

**ARTICLE FIVE  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 2787 Gulf to Bay Blvd., Clearwater, Fl 33759, and the name of the initial registered agent at such address is Michael E. Williamson.

**ARTICLE SIX  
PRINCIPAL OFFICE**

The street address of the principal office is 2787 Gulf to Bay Blvd., Clearwater, Fl 33759 and the mailing address of the corporation is 2787 Gulf to Bay Blvd., Clearwater, Fl 33759.

**ARTICLE SEVEN  
DIRECTORS**

The board of directors of the corporation shall consist of one (1) member and may be changed from time to time in accordance with the By-laws of the corporation. The initial Board of Directors shall consist of Michael E. Williamson.

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 33774.

**ARTICLE NINE  
INDEMNIFICATION**

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

**ARTICLE TEN  
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 24th day of March, 1999.

  
PAUL J. BURNS  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of March, 1999, by Paul J. Burns, who is personally known to me or who has produced a Florida Drivers license as identification.

(Seal)



Jeffrey W Lindelof  
My Commission CC603120  
Expires November 21, 2000

My Commission Expires: 11/21/2000

  
Notary Public

Jeffrey W. Lindelof  
Print Name of Notary Public  
Commission No.: CC603120

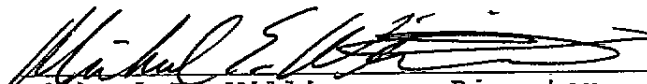
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
99 MAR 26 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is PROFESSIONAL BILLING SOLUTIONS, INC.

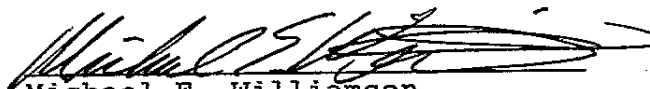
2. The name and address of the registered agent and office is Michael E. Williamson, 2787 Gulf to Bay Blvd., Clearwater, Fl 33759.

  
Michael E. Williamson, Director  
Date: March 24, 1999

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby 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 obligations of my position as registered agent.

DATED this 24th day of March, 1999.

  
Michael E. Williamson  
Registered Agent