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FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

ATTORNEYS AT LAW

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May 6, 1999

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****122.50 ****78.75

Department of State
Bureau of Corporate Records
The Capitol
Post Office Box 6327
Tallahassee, Florida 32304

RE: Articles of Incorporation for Quantam Healthcare Recovery Services, Inc.

Dear Sir/Madam:

We are enclosing the original and one copy of the proposed Articles of Incorporation for the above-mentioned corporation. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate designating the Resident Agent for the corporation.

We are enclosing our firm check made payable to Secretary of State for charges as follows:

| | |
|-----------------------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Filing Resident Agent Certificate | <u>35.00</u> |
| Total | \$122.50 |

Please advise if anything further is required.

Sincerely yours,

FOWLER, WHITE, GILLEN, BOGGS,
VILLAREAL and BANKER, P.A.

CARL JOSEPH COLEMAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 10 AM 10:13

FILED

CJC/lr
Enclosures as stated

B. BROCK MAY 13 1999

ARTICLES OF INCORPORATION

OF

QUANTAM HEALTHCARE RECOVERY SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

QUANTAM HEALTHCARE RECOVERY SERVICES, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The street address of the initial registered agent of the corporation is 2201 Second Street, 5th Floor, Fort Myers, Florida 33901 and the name of the initial registered agent of the corporation at that address is Carl Joseph Coleman, Esquire. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such share is one dollar (\$1.00). The corporation elects to have preemptive rights.

ARTICLE VI

The name and address of the incorporator is:

HAROLD RODNEY HANSEN

17181 Key Viscaya Court

Fort Myers, Florida 33908

ARTICLE VII

The number of directors to comprise the initial Board of Directors shall be two (2). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The names and address of the initial directors of the corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| Harold Rodney Hansen | 17181 Key Vizcaya Court Fort Myers, Florida 33908 |
| Tina M. Scheaffer | 1229 Sunland Road Daytona Beach, Florida 32114 |

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

ARTICLE X

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

ARTICLE XI

The mailing address for the corporation is 17181 Key Vizcaya Court, Fort Myers, Florida 33908.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5 day of May, 1999.

Harold Rodney Hansen
HAROLD RODNEY HANSEN

STATE OF FLORIDA

COUNTY OF LEE

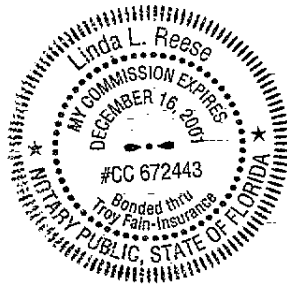
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared HAROLD RODNEY HANSEN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of May, 1999.



Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT QUANTAM HEALTHCARE RECOVERY SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Myers, County of Lee, State of Florida, has named CARL JOSEPH COLEMAN, ESQUIRE, located at 2201 Second Street, 5th Floor, Fort Myers, Florida 33901, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CARL JOSEPH COLEMAN, ESQUIRE

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99 MAY 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA