



99000050611

May 6, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

400002869664--5
-05/10/99-01118-025
*****78.75 *****78.75

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	ADVANCE MEDICAL BILLING SERVICES, INC.	570555009	\$78.75
	TOTAL		\$78.75

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
P. O. Box 510605
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

FILED
99 JUN - 1 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-112,69
V16555



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 13, 1999

JEANNETTE G ANDREWS-THOMPSON ESQUIRE
TOOLS FOR CHANGE
P O BOX 510605
MIAMI, FL 33151

SUBJECT: ADVANCE MEDICAL BILLING SERVICES, INC.
Ref. Number: W99000011269

We have received your document for ADVANCE MEDICAL BILLING SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 199A00026408

ARTICLES OF INCORPORATION
OF
ADVANCE MEDICAL BILLING CENTER, INC.

FILED
99 JUN - 1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is ADVANCE MEDICAL BILLING CENTER, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 20239 NW 33RD Court, Miami, FL. 33056.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 20239 NW 33rd Court, Miami, FL 33056 registered agent at that office is GLORIA THOMPSON.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

GLORIA THOMPSON
20239 NW 33rd Court
Miami, FL 33056

ERROL A. LEWIN
2815 River Circle E
Miramar, FL 33025

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

GLORIA THOMPSON
20239 NW 33rd Court
Miami, FL 33056

IN WITNESS WHEREOF, I, GLORIA THOMPSON, the undersigned incorporator, have
signed these Articles of Incorporation on this 6th day of May, 1999, and
acknowledged the same to be my act.

Gloria Thompson
GLORIA THOMPSON

STATE OF FLORIDA)

COUNTY OF DADE)

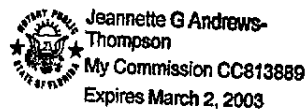
The foregoing instrument was acknowledged before me this 6th day of May,
1999 by GLORIA THOMPSON, who personally appeared before me at the time of notarization, and
who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Jeannette G. Andrews-Thompson

PRINT: Jeannette G. Andrews-Thompson

STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-That ADVANCE MEDICAL BILLING CENTER, INC., with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named GLORIA THOMPSON, at 20239 NW 33rd Court Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.

BY: Gloria Thompson
GLORIA THOMPSON

DATE: 5/6/99

FILED
99 JUN - 11 AM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA