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September 21, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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--09/30/99--01035--004
*****78.75 *****78.75

Re: AAA Quality Medical Billing Service, Inc.

Dear Michelle:

Enclosed please find an original and one copy of Articles of Incorporation and a check in the appropriate amount made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed envelope provided.

Very truly yours,


Gary J. Drucker

GJD:tbm

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR

AAA QUALITY MEDICAL BILLING SERVICE, INC.

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The names of this corporation shall be:

AAA QUALITY MEDICAL BILLING SERVICE, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3170 N.W. 66th Street
Fort Lauderdale, Florida 33309

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1,000,000 Shares of Common Stock

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Gary J. Drucker
Ameen & Drucker, P.A.
3111 University Drive
Suite 608
Coral Springs, Florida 33065

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of those Articles of Incorporation is:

Gloria Shirley-Brown
3170 N.W. 66th Street
Fort Lauderdale, Florida 33309

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial member of the Board of Directors is:

Gloria Shirley-Brown
3170 N.W. 66th Street
Fort Lauderdale, Florida 33309

ARTICLES VIII. OFFICERS

This corporation shall have two (2) officers initially. The names and addresses and position of the initial officers are:

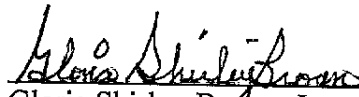
Gloria Shirley-Brown/President, Secretary, Treasurer
3170 N.W. 66th Street
Fort Lauderdale, Florida 33309

Hope Lewis-Ward/Vice-President
3170 N.W. 66th Street
Fort Lauderdale, Florida 33309

ARTICLE IX. NATURE OF BUSINESS

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

The undersigned has executed these Articles of Incorporation this 27th day of September, 1999.



Gloria Shirley-Brown, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

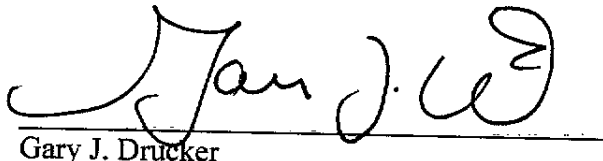
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, AAA QUALITY MEDICAL BILLING SERVICE, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Gary J. Drucker
Ameen & Drucker, P.A.
3111 University Drive
Suite 608
Coral Springs, Florida 33065

Having been named as registered agent and to accept service of process for 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 the 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: September 27, 1999.



Gary J. Drucker