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CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

3/10

REF. #:

0150-5925

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-03/10/99--01006--007

*****43.75 *****43.75

CORP. NAME:

Medical Billing and Practice
Management Consultants, Inc.

() ARTICLES OF INCORPORATION

☒ ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() CERT. OF AUTHORITY

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

() MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION () UCC-1

() UCC-3

() OTHER:

FILED
99 MAR 10 AM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 4437 FOR \$ 43.75.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☒ CERTIFIED COPY

() CERTIFICATE OF STATUS

☒ PLAIN STAMPED COPY

DIVISION OF CORPORATION

99 MAR 10 AM 9:25

RECEIVED

Examiner's Initials

See 3/10

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICAL BILLING & PRACTICE MANAGEMENT CONSULTANTS, INC.**

**Original Articles of Incorporation
filed with the Florida Department of State
on January 9, 1992**

FILED
99 MAR 10 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is Medical Billing & Practice Management Consultants, Inc. (hereinafter called the "Corporation").

ARTICLE II

The principal office and the mailing address of the Corporation is 4960 S.W. 72nd Avenue, Suite 401, Miami, Florida 33155.

ARTICLE III

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock".

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and delivery to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's registered office is 4960 S.W. 72nd Avenue, Suite 401, Miami, Florida 33155, and the name of its registered agent at such office is Laura I. Cohen.

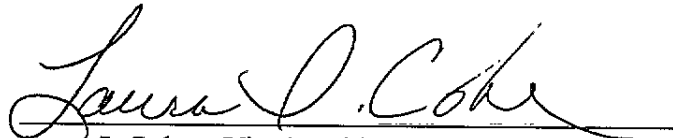
ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VII

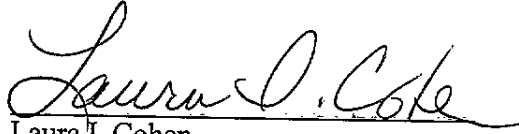
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8 day of March, 1999.


Laura I. Cohen, Vice President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MEDICAL BILLING & PRACTICE MANAGEMENT CONSULTANTS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Laura I. Cohen

Dated: March 8, 1999

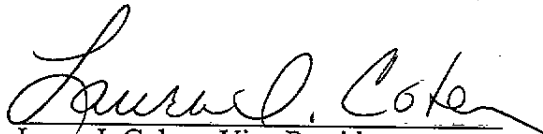
**CERTIFICATE
OF
THE VICE PRESIDENT
OF
MEDICAL BILLING & PRACTICE MANAGEMENT CONSULTANTS, INC.**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of MEDICAL BILLING & PRACTICE MANAGEMENT CONSULTANTS, INC. (the "Corporation") attached hereto contain an amendment to the Corporation's Articles of Incorporation that requires shareholder approval.

(b) The Corporation has one class of common stock outstanding and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent on the 8th day of March, 1999, pursuant to §607.0704 of the Florida Business Corporation Act.

MEDICAL BILLING & PRACTICE
MANAGEMENT CONSULTANTS, INC.


Laura I. Cohen, Vice President