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of Counsel  
Robert C. Rohdie  
Member of NY & NJ  
Bars Only

December 10, 1999

FILED  
99 DEC 13 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bureau of Corporate Records  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

800003068418--9  
-12/13/99--01132--028  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


RE: First Billing Services, Inc.

Gentlemen:

Enclosed please find Articles of Dissolution for the referenced corporation which needs to be filed. My check in the amount of \$35.00 is enclosed to cover costs.

If you should have any question, please contact me.

Very truly yours,

  
STEPHEN M. STONE

SMS/sb  
Enclosures

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V. SHEPARD DEC 21 1999

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99 DEC 13 AM 8: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
FIRST BILLING SERVICES, INC.

The undersigned do hereby, for the purpose of dissolving FIRST BILLING SERVICES, INC., under the laws of the State of Florida, and to that end, certify to the facts as herein set forth as required by law.

ARTICLE I

NAME

The name of the corporation is FIRST BILLING SERVICES, INC.

ARTICLE II

OFFICERS

The officers of this corporation as of this date are as follows:

President: Virginia C. Waite  
1817 S. Division Avenue  
Orlando, Florida 32805

Vice President: Donna M. Brilliant  
1817 S. Division Avenue  
Orlando, Florida 32805

Secretary: Virginia C. Waite  
1817 S. Division Avenue  
Orlando, Florida 32805

Treasurer: Donna M. Brilliant  
1817 S. Division Avenue  
Orlando, Florida 32805

ARTICLE III

DIRECTORS

The directors of this corporation as of this date are as follows:

Virginia C. Waite  
1817 S. Division Avenue  
Orlando, Florida 32805

Donna M. Brilliant  
1817 S. Division Avenue  
Orlando, Florida 32805

ARTICLE IV

LIABILITIES

We hereby certify that all debts, obligations, and liabilities of FIRST BILLING SERVICES, INC., have been paid or discharged.

ARTICLE V

ASSETS

We hereby certify that all assets of the corporation have been distributed and that there is no property remaining for distribution to shareholders.

ARTICLE VI

LITIGATION OR ACTIONS

We hereby certify that there are no actions pending against FIRST BILLING SERVICES, INC., in any court and that none are anticipated.

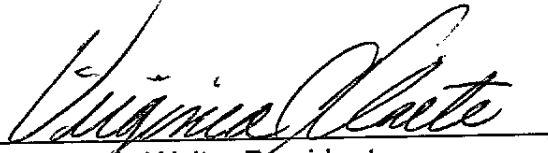
ARTICLE VII

CONSENT TO DISSOLUTION

Attached hereto is Minutes of the Special Meeting of the Board of Directors of FIRST BILLING SERVICES, INC., reflecting the election to dissolve by act of the corporation.

Attached hereto is Minutes of the Special Meeting of the Stockholders of FIRST BILLING SERVICES, INC., reflecting the election to dissolve by act of the corporation. The number of votes cast for dissolution was sufficient for approval of same.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of FIRST BILLING SERVICES, INC., have hereunto set their hands and seals at Orlando, Orange County, Florida, this 19th day of November, 1999.

  
Virginia C. Waite, President

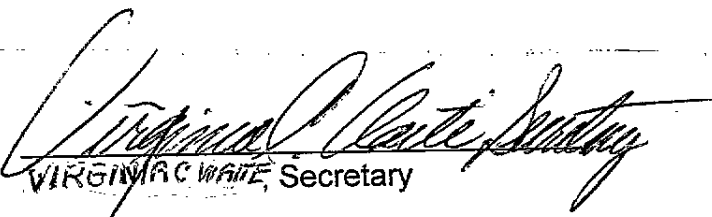
Identification produced:

Drivers License

Sworn to and subscribed before me  
this 19th day of November, 1999.

  
Notary Public Signature

Deborah L. Engle  
Notary Public Printed Name

  
VIRGINIA C. WAITE, Secretary

Identification produced:

Drivers License

Sworn to and subscribed before me  
this 19th day of November, 1999.

  
Notary Public Signature

Deborah L. Engle  
Notary Public Printed Name

MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
FIRST BILLING SERVICES, INC.

A special meeting of the Board of Directors of the corporation was held at the corporate office on November 19, 1999, at 10:00 a.m., pursuant to a written Waiver of Notice signed by all such directors, which Waiver of Notice was thereupon ordered filed with the Minutes of this meeting.

The following directors were present in person: Virginia C. Waite and Donna M. Brilliant, representing all of the directors of the corporation.

The following resolution was then considered and approved:

WHEREAS, FIRST BILLING SERVICES, INC., will, effective November 19, 1999, cease carrying on the business of the corporation, except insofar as may be necessary for the winding up of the affairs of the corporation; be it

RESOLVED, that upon approval by the stockholders of the corporation, FIRST BILLING SERVICES, INC., shall cease to do business as of FIRST BILLING SERVICES, INC.

FURTHER RESOLVED, upon approval by the stockholders of the corporation, Articles of Dissolution shall be filed with the office of the Secretary of State of the State of Florida pursuant to Chapter 607, Florida Statutes.

There being no further business to come before the meeting, it was adjourned.

Dated: November 19, 1999

  
Virginia C. Waite, Chairman


  
VIRGINIA C. WAITE, Secretary

## WAIVER OF NOTICE

We, the undersigned directors of the corporation, hereby agree and consent that the special meeting of the Board of Directors be held at the date, time, and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: November 19, 1999  
Time of meeting: 10:00 a.m.  
Place of meeting: Corporate Office  
Purpose of meeting: Dissolution of corporation

Dated: November 19, 1999

  
\_\_\_\_\_  
Virginia C. Waite

  
\_\_\_\_\_  
Donna M. Brilliant

MINUTES OF THE SPECIAL MEETING  
OF STOCKHOLDERS OF  
FIRST BILLING SERVICES, INC.

A special meeting of the stockholders of the above-captioned corporation was held on the date, time, and at the place set forth in the Notice to stockholders, fixing such time and place, and prefixed to the Minutes of this meeting.

The meeting was called to order by the Chairman, Virginia C. Waite, and the proposed dissolution of the corporation was considered and the Articles of Dissolution were presented to the meeting. After discussion, upon motion duly made, seconded, and carried, it was

RESOLVED, that the number of votes cast for dissolution of the corporation was sufficient for approval of same; and

FURTHER RESOLVED, that the corporation be dissolved; and

FURTHER RESOLVED, that the appropriate officers of the corporation are directed to cease the business operations of the corporation, except insofar as may be necessary for the winding up thereof, and to mail notice of intent to dissolve to all known creditors of and claimants against the corporation, and to take such further action as may be necessary or appropriate to carry out the intent of this resolution.

There being no further business to come before the meeting, upon motion duly made, seconded, and unanimously carried, the same was adjourned.

Dated: November 19, 1999

  
Virginia C. Waite, Chairman

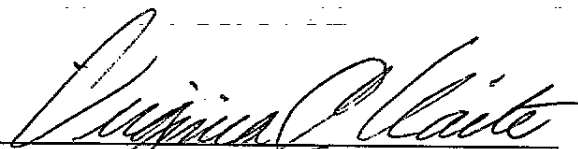
  
VIRGINIA C. WAITE, Secretary

WAIVER OF NOTICE

We, the undersigned stockholders of the corporation, hereby agree and consent that the special meeting of stockholders be held at the date, time, and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: November 19, 1999  
Time of meeting: 10:00 a.m.  
Place of meeting: Corporate Office  
Purpose of meeting: Dissolution of corporation

Dated: November 19, 1999

  
\_\_\_\_\_  
Virginia C. Waite

  
\_\_\_\_\_  
Donna M. Brilliant