

PP99000933/4

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
3320 S.W. 87th AVENUE
 (Address)
MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
LOCAL REPRESENTATIVE TALLAHASSEE

200003022502-1
 -10/22/99-01075-003
 *****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BILLETEX, CORP. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

99 OCT 22 PM 2:26
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

99 OCT 22 AM 11:49
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

RECEIVED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten Signature]

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
BillTek, Corp.

FILED
99 OCT 22 PM 2:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I-NAME

The name of this corporation is: **BillTek, Corp.**

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the Purpose Of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 60 shares of No par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII REGISTERED AGENT AND RRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

1150 NE 165th Street North Miami Beach, FL 33162

The name of the initial registered agent of this corporation at that address is:

Scott Martin Schwartzbach

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 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.

Date: 10/21/99

Scott Schwartzbach
Name of Owner

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

President : Scott Martin Schwartzbach

ARTICLES IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

Scott Martin Schwartzbach
1150 NE 165th Street North Miami Beach, FL 33162

ARTICLES X-BYLAWS

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

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

SCOTT MARTIN SHWARTZBACH 60 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and term at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

The Board of Directors may call special meetings of the shareholders.

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Scott Martin Schwartzbach to me known to be the person described in and who executed the attached **ARTICLES OF INCORPORATION** and that **HE** acknowledged before me that **HE** executed the same. I relied upon the following forms of identification of the above named person(s):

() Florida Drivers License (XX-) Known Personally and that an oath was/was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this ___ day of _____, 1999.

Notary Signature

(Seal)

My Commission Expires

