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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FOREIGN PROFIT QUALIFICATION

Caerus Billing, Inc.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 27, 2004

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: CARRUS BILLING, INC.
REF: WD4000020455

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DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA: 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Caerus Billing, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY," "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 30-0082173

(FEI number, if applicable)

4. May 24, 2002

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.))

7. 151 South Wymore Road Suite 3000

Altamonte Springs, FL 32714

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law.


9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Shawn M. Lewis
151 South Wymore Road
Suite 3000
Altamonte Springs, FL 32714

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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:


(Registered agent's signature)

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Shawn M. Lewis
151 South Wymore Road
Suite 3000
Altamonte Springs FL 32714

Shawn M. Lewis-Chairman
151 South Wymore Road
Suite 3000
Altamonte Springs FL 32714

Shawn M. Lewis- Vice Chairman
151 South Wymore Road
Suite 3000
Altamonte Springs FL 32714

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

PRESIDENT Shawn M. Lewis
151 South Wymore Road
Suite 3000
Altamonte Springs FL 32714

SECRETARY Shawn M. Lewis
151 South Wymore Road
Suite 3000
Altamonte Springs FL 32714

TREASURER Thad Bydlon
151 South Wymore Road
Suite 3000
Altamonte Springs FL 32714

13. Signature of an officer listed in item 12:

By: _____


(Signature of Director or Officer listed in number 12 of the application)

14. Shawn M. Lewis
(Typed or printed name and capacity of person signing application)

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Delaware

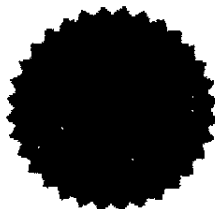
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAERUS BILLING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 2004.

3529121 8300

040363576



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3121233

DATE: 05-19-04