F99000008866

TRANSMITTAL LETTER

To. Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CONSOLIDATED BILLING COMPANY
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following: 800002719928--2
-12/22/98--01101--001
*****78.75 *****78.75

ROBERT GIROUX
(Name of Person)

SERVICES FINANCIERS MFQ INC.
(Firm/Company)

525 boul. René-Lévesque Est, C.P. 17100 W98-28862
(Address)

Québec (Québec) Canada G1K 9E2
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 AM 10:06

Should you need to call someone concerning this matter, please call:

Robert Giroux at (418) 643-3884
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

P 2/15

Groupe MFQ inc.

Quebec, December 8th, 1998

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Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
U.S.A.

Dar Sir/Madam:

Please find enclosed a check for the amount of $78.75 payable to the Florida Department of State, to cover the fees for the registration of the **Consolidated Billing Company** and a certificate of status.

Enclosed also is a certificate of existence authenticated by the Secretary of State of Delaware.

Truly yours,

RG/rd

Robert Giroux
Secretary of the board of
Consolidated Billing Company

Enclosures

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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December 28, 1998

ROBERT GIROUX
SERVICES FINANCIERS MFQ INC.
525 BOUL. RENE-LEVESQUE EST, CP 17100
QUEBEC (QUEBEC) CANADA, G1K-9E2

SUBJECT: CONSOLIDATED BILLING COMPANY
Ref. Number: W98000028862

We have received your document for CONSOLIDATED BILLING COMPANY and your check(s) totaling $78.75. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 198A00060512

Groupe Mutuelle
des Fonctionnaires

Quebec, February 9, 1999

Le secrétaire général

Secretary of State
Florida Department of State
c/o Jennifer Sindt
Division of Corporations
P.O. Box 6327
Tallahassee Florida 32314

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DIVISION OF CORPORATIONS
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Ref.: Consolidated Billing Company
Number : W 98000028862

Please find hereenclosed the required documents.

Robert Giroux
Corporate Secretary

Attached : - Certificate of existence (Delaware)
- Copy of your letter dated December 28, 1998

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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.

1. CONSOLIDATED BILLING COMPANY
(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. 65-086 5074
(FEI number, if applicable)

4. September 18, 1998
(Date of incorporation)

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

6. Yet to commence operations. Expected starting date: January 1st, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. New River Center
200 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301
(Current mailing address)

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8. Any and all legal business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Jean-Pierre Desjardins

Office Address: New River Center
200 E. Las Olas Boulevard, Ft. Lauderdale, Florida, 33301
(Zip code)

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.

(Registered agent's signature)

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 adresses of officers and/or directors : (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. **DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman : ALPHÉ POIRÉ
Address : 515, du Fleuve
Beaumont (Québec) Canada G0R 1C0

Vice-Chairman : JACQUES LABRECQUE
Address : 7481, rue Grignon
Charlesbourg (Québec) Canada G1H 6V7

Director : RÉAL CIRCÉ
651, Pointe-à-Basile
Québec (Québec) Canada G0S 2C0

Director : ______

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President : RÉAL CIRCÉ
Address : 651, Pointe-à-Basile
St-Nicolas (Québec) Canada G0S 2C0

Vice President : JEAN-PIERRE DESJARDINS
1265, Rodolphe Forget
Sillery (Québec) Canada G1S 3X6

Secretary : ROBERT GIROUX
4673, Clara-Brousseau
Cap-Rouge (Québec) Canada G1Y 3M9

NOTE : If necessary, you may attach an addendum to the application listing addition officers and/or directors.

13. ______
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alphé Poiré, Chairman
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSOLIDATED BILLING COMPANY" 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 SECOND DAY OF FEBRUARY, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 AM 10:06

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9553464

DATE: 02-02-99

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