

P00000009430

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400003106884--0  
-01/21/00--01100--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT:

BILLING TECHNOLOGIES, Co.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM:

ANDRES TORRES, JR.

Name (Printed or typed)

3924 SW 127 CT.

Address

MIAMI FL 33175

City, State & Zip

(305) 443-2898 X-270

Daytime Telephone number

FILED  
00 JAN 21 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

CP  
1-28-00  
u

**ARTICLES OF INCORPORATION**  
**OF**  
**BILLING TECHNOLOGIES, Co.**

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby associates himself together for forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

BILLING TECHNOLOGIES, Co.

**ARTICLE II**

**Purpose**

This corporation may engage in the transaction of any or all Lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE III**

**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue at any time is 7,500 shares of \$1.00 par value each.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

The amount of capital with which the corporation will begin business is not less than ONE HUNDRED (\$ 100.00) DOLLARS.

**ARTICLE IV**

**Preemptive Rights**

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive right.

**FILED**  
00 JAN 21 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE V**

### **Terms of Existence**

This Corporation shall have perpetual existence.

## **ARTICLE VI**

### **Address**

The principal office of this corporation shall be located at:

3924 S.W. 127 Court  
Miami, Florida 33175

With the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

## **ARTICLE VII**

### **Registered Agent**

The initial registered office of this corporation shall be:

3924 S.W. 127 Court  
Miami, Florida 33175

The initial registered agent at such address shall be:

Andres Torres, Jr.

## **ARTICLE VIII**

### **Board of Directors**

This corporation shall at all times have at least one and not more than six Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

## **ARTICLE IX**

### **Initial Board of Directors**

The names and addresses of the Members of the First Board of Directors who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

Andres Torres, Jr.  
3924 S.W. 127 Court  
Miami, Florida 33175

## **ARTICLE X**

### **Subscribers**

The names and address of the subscribers are:

Andres Torres, Jr.  
3924 S.W. 127 Court  
Miami, Florida 33175

### **ARTICLE XI**

#### **By Laws**

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for the purpose.

### **ARTICLE XII**

#### **Indemnification of Directors**

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, or whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performances of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 15<sup>th</sup> day of January 2000.

  
ANDRES TORRES, JR.

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY, that on this the 15th day of January 2000, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments:

Andres Torres, Jr.

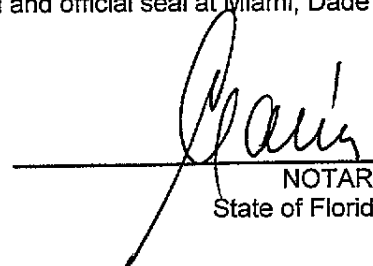
to me well known, and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year above written.

MY COMMISSION EXPIRES:



**Paul A. Garcia**  
MY COMMISSION # CC818941 EXPIRES  
April 20, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC  
State of Florida at Large

**FILED**  
00 JAN 21 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

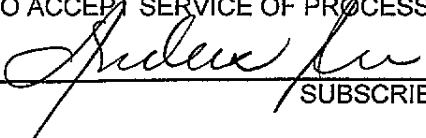
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE FOLLOWING IS  
SUBMITTED

FIRST- THAT BILLING TECHNOLOGIES, Co. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED:

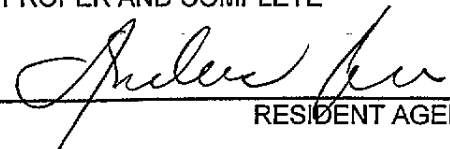
Andres Torres, Jr.

LOCATED AT: 3924 S.W. 127 Court,  
CITY OF MIAMI, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
SUBSCRIBER

DATED: January 15th, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
RESIDENT AGENT

DATED: January 15th, 2000

**FILED**  
00 JAN 21 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA