

Division of Corporations

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P00000049973

Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 922-4000

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305) 579-0300
Fax Number : (305) 579-0321

BASIC AMENDMENT

ALL-AMERICAN BILLING, INC.

Certificate of Status	0
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**Morgan, Lewis
& Bockius LLP**
C O U N S E L O R S A T L A W

September 14, 2000

VIA FACSIMILE

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Darlene Connell

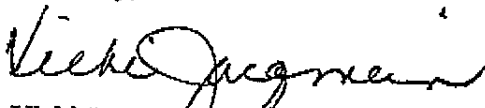
Re: All-American Billing, Inc.
P00000049973

Dear Ms. Connell:

Attached herewith is your letter of September 14, 2000 rejecting the filing of the Articles of Amendment to Articles of Incorporation of All-American Billing, Inc., the Articles of Amendment and a copy of the resolution appointing Sheenoo Sharma as director of the company.

If you have any questions please call the undersigned.

Sincerely,



Vicki Jacquemin, CLA
Certified Legal Assistant

09/14/00 12:01 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 2000

ALL-AMERICAN BILLING, INC.
5300 FIRST UNION FINANCIAL CENTER
200 S. BISCAYNE BLVD.
MIAMI, FL 33131-2339

SUBJECT: ALL-AMERICAN BILLING, INC.
REF: P00000049973

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000048485
Letter Number: 400A00048641

2000 SEP 14 PM 1:00
MORGAN, LEWIS LLP

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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALL-AMERICAN BILLING, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, All-American Billing, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is All-American Billing, Inc.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by amending ARTICLE III thereof to read as follows:

Authorized Shares

(1) **Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 15,000,000, consisting of (i) 10,000,000 shares of Common Stock, \$.001 par value (the "Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$.001 par value (the "Preferred Stock").

(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of the Preferred Stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) **Preferred Stock.** Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors by resolution shall establish each series of Preferred Stock and fix and

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determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to any relative rights and preferences, as to which there may be variations fixed and determined by the board of directors between different series including, without limitation, the following:

- (a) Special, unconditional or limited voting rights or no right to vote.
- (b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any series of Preferred Stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated series of Preferred Stock, (i) increase the number of shares of any such previously-designated series or (ii) establish a new series of Preferred Stock and fix and determine rights and preferences for such new series which rank *pari passu* with, or are prior and superior to, any of the rights and preferences of any such previously-designated series.

3. The date of the adoption of the amendment by the board of directors of the corporation was August 15, 2000.

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4. The amendment was adopted by the board of directors without shareholder action. Shareholder action was not required because the corporation had not yet issued shares.

Dated: August 18, 2000

ALL-AMERICAN BILLING, INC.

By: 
Sheenoo Sharma, Director