TAL LETTER

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

SUBJECT: __

PREMIER BILLING SYSTEMS INC.

(Proposed corporate name - must include suffix)

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

STO.00 Filing Fee ST8.75 Filing Fee & Certificate Signal Si

Signature \$131.25 Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

 Caroline Quigley
 Name (Printed or typed)
 TALL AHAY

 Inc. Plan (USA)
 Trolley Square, Suite 26 C
 TALLAHAY

 Address
 Wilmington, DE 19806
 TILE

 City, State & Zip
 City, State & Zip
 Trolley Square, Suite 25 June

Daytime Telephone number

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

ARTICLES OF INCORPORATION

FILED OI MAY 21 AM II: 55 SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

PREMIER BILLING SYSTEMS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

PREMIER BILLING SYSTEMS INC.

The address of the principle office of this corporation shall

be 2037 S.E. 28th Terrace, Cape Coral, FL 33904

The corporation shall be the same.

. **`x** • x

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territoryor nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 2037 S.E. 28th Terrace, Cape Coral, FL 33904

and the name of the initial registered agent of the corporation is

Rick Plotnikoff

ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The name and street address of the incorporator to these

Articles of Incorporation:

Caroline Quigley INC. PLAN (USA) Trolley Square 26 C Wilmington, DE 19806

The undersigned has executed these articles of Incorporation

this 14th day of May, 2001.

INCORPORATOR Y

FILED

01 MAY 21 AM 11: 55

SECRETARY OF STATE CERTIFICATE OF DESIGNATION OF TALLAHASSEE, FLORID/

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIG-NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

PREMIER BILLING SYSTEMS INC. The name of the corporation is:

The name and address of the registered agent and office is:

Rick Plotnikoff	
(Name)	
2037 S.E. 28th Terrace	
(P.O. Box not acceptable)	
Cape Coral, FL 33904	-,
(City/State/Zip)	

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 perfor-mance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

May 09, 2001

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL