

PEYTON LAW FIRM, P.A.

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Donald R. Peyton

Please Reply to:
New Port Richey

PA2000096036

August 28, 2002

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

FILED
02 SEP -3 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In re: Dr. Bottomline, Inc.

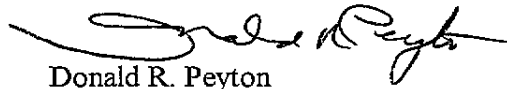
Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Dr. Bottomline, Inc. Also enclosed is a \$70 check in payment of the filing fee.

Please send the Certificate of Incorporation and a file-marked copy of the Articles to me at the address shown at the top of this letter.

I look forward to hearing from you. In the meantime, let me know if you have questions or need further information.

Sincerely,
PEYTON LAW FIRM, P.A.


Donald R. Peyton

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ARTICLES OF INCORPORATION
OF
DR. BOTTOMLINE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is DR. BOTTOMLINE, INC..

ARTICLE II

The existence of the corporation shall begin upon filing with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 11055 Baylor Dr., Spring Hill, FL 34608, and the mailing address is the same.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 11055 Baylor Dr., Spring Hill, FL 34608. The initial registered agent for the Corporation at that address is DALTON M. BENSON.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The names and address of the person who will serve on the initial board of directors are: DALTON M. BENSON, 11055 Baylor Dr., Spring Hill, FL 34608.

ARTICLE VII

The name and street address of each person signing these articles of incorporation are: DALTON M. BENSON, 11055 Baylor Dr., Spring Hill, FL 34608.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this August 27, 2002.

x 
DALTON M. BENSON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DR. BOTTOMLINE, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: August 27, 2002

x 
DALTON M. BENSON