

~~195000025791~~

Prestige Billing Services, Inc.

(305) 889-3339
Fax (305) 889-0207

March 22, 1995

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

FILED
SECRETARY OF STATE
95 MAR 29 AM 10:21

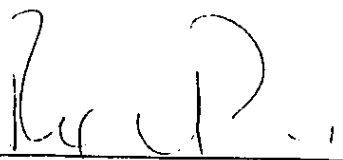
To whom it may concern:

Adjacent please find Articles of Incorporation of, **MEADOWBROOK DISTRIBUTORS, INC.** with a check for the amount of \$131.25.

If you should have any questions please refer back to the undersigned.

Thank you for your cooperation towards this matter.

PRESTIGE BILLING SERVICES, INC.



Rosana Pio
Administrator

600001443476
-03/30/95--01011--014
****131.25 ****131.25

SDR

ARTICLES OF INCORPORATION

of

MEADOWBROOK DISTRIBUTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 AM 10:21

I, the undersigned, subscriber to these Articles of Incorporation each a natural person competent to contract, hereby associate myself to form a Corporation under the laws of the state of Florida.

ARTICLE I

NAME

The name of this Corporation, is: MEADOWBROOK DISTRIBUTORS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on, are: SALES BROKER. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purpose of the company and to secure the same and interest, or for any other purpose, to mortgage all or any of the property corporeal or incorporeal, rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages. Bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to have outstanding at any one time, is: 50 Shares at \$10.00 par value.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will be doing business with is not less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida, is:

11214 Pines Blvd
Suite 109
PEMBROKE PINES
FL. 33026

The Board of Directors may from time to time move the principal office at any other address in the State of Florida and establish branches and subsidiaries in any place within and without the State of Florida.

ARTICLE VII
DIRECTORS

This Corporation shall have one Director initially. the number of Directors may be increased or diminished from time to time by the Laws adopted by the stockholders, but, shall never be less than one.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office addresses of the members of the First Board of directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the state of Florida shall hold office for the First Year of the Corporation's existence, or until their successors are elected and have qualified, are:

President-Secretary-Treasurer:

JOSE R. ALARCON
5577 NW 200 TERR
Miami
Fl., 33055


ARTICLE IX
SUBSCRIBERS

The name and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares of stock each agree to take, are:

JOSE R. ALARCON.....100%.....50 Shares
5577 NW 200 TERR
Miami,
Fl., 33055

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by fifty one percent of the stock entitled to vote thereon.


Jose R. Alarcon

[illegible]

Page 2



Rosana Pio
600 Palm Avenue #C
Hialeah, FL 33010


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED -----

In Pursuance of Chapter 48.091 Florida Statutes, the following is submitted in
compliance with said Act:

That MEADOWBROOK DISTRIBUTORS, INC., desiring to organize a Corporation
under the Laws of the State of Florida, with its principal office as indicated in the Articles of
Incorporation, in the City of Pembroke Pines, County of Broward, State of Florida, has named:

JOSE R. ALARCON
5577 NW 200 TERR
MIAMI, FL 33055


as its agent to accept services of process within this State.



JOSE R. ALARCON

-0-

Having been named to accept services of process for the above stated Corporation, at
the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply
with the provisions of said Act relative to keeping open said office.



JOSE R. ALARCON
Registered Agent.

SEP 29 10:21