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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FIRST CHOICE BILLING COMPANY, INC.

FAX AUDIT NUMBER: H95000007029

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TALLAHASSEE, FLORIDA

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190492224000 P.01

JUN-26-1995 10:22 FROM EMPIRE CORP. KIT

JUN-27-1995 07:50 FROM EMPIRE

TO

19049224000

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FIRST CHOICE BILLING COMPANY, INC. ***OR***
FIRST CHOICE BILLING COMPANY ***OR***
CHOICE BILLING COMPANY INC.
REF: W95000012980

FIRST

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000007029
Letter Number: 995A00031210

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

ARTICLES OF INCORPORATION
OF
FIRST CHOICE BILLING COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **FIRST CHOICE BILLING COMPANY**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in billing and accounting services in the United States and all other services permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 Dollar par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as) nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

Albert E. Blair, Esq.
Two Alhambra Plaza,
Ste. 810
Coral Gables, Florida 33134
Florida Bar No. 98027

ALBERT E. BLAIR, ESQ.
2 ALHAMBRA PLAZA
Suite 810
CORAL GABLES, FL
FL. BAR NO. 980927
(305) 448-7988

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ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The principal place of business of this corporation is 15890 S.W. 85th Lane, Miami, Florida 33193 and the name of the initial registered agent and her address is: MAYBI PEREZ, 15890 S.W. 85th Lane.

ARTICLE VII - INITIAL BOARD
OF DIRECTORS

This corporation shall have directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director or more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is (are):

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
MAYBI PEREZ, PRES.	15890 S.W. 85th Lane Miami, Florida 33193

ARTICLE VIII - INCORPORATORS
The name(s) and address(es) of the Incorporator(s) signing these Articles are/is:

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
ALBERT E. BLAIR	Two Alhambra Plaza, Ste. 810 Coral Gables, Florida 33134

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IX
OFFICERS

The names and addresses of the initial officers of this corporation are:

NAME(S)	ADDRESS(ES)
MAYBI PEREZ, PRES.	15890 S.W. 85th Lane Miami, Florida 33193

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these Articles of Incorporation on the 23 day of JUNE, 1995.


ALBERT E. BLAIR, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ALBERT E. BLAIR, known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of

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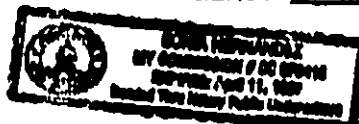
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Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State
and County above, this 23rd day of June, 1995.

[Signature]
NOTARY PUBLIC, State of Florida.
at Large.
Print Name: Sonia Hernandez

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OR AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

First, that MAYBI PEREZ desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 15890 S.W. 85th Lane, Miami, Florida 33193, has named
FIRST CHOICE BILLING COMPANY, located at 15890 S.W. 85th Lane,
Miami, Florida 33193 as its agent to accept service of process
within Florida.

DATED: JUN 23-95

[Signature]
ALBERT E. BLAIR, Incorporator

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply

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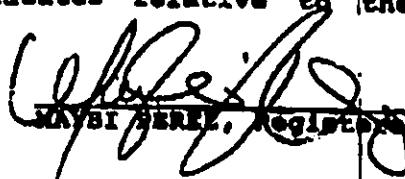
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with the provisions of all statutes relative to the proper performance of my duties.


~~MAYRI PEREZ, Registered Agent~~

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TALLAHASSEE, FLORIDA

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JUN-26-1995 10:25 FROM EMPIRE CORP. KIT TO 190492224000 P.06