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FROM: EMPIRE CORPORATE KIT COMPANY
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SUITE 200
MIAMI FL 33135- 9-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MILLENIUM BILLING ASSOCIATES, INC.
FAX AUDIT NUMBER: H96000002790
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MILLENNIUM BILLING ASSOCIATES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is **MILLENNIUM BILLING ASSOCIATES, INC.**

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 13740 S.W. 73 Court, Miami, Florida 33158-1212.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 13740 S.W. 73 Court, Miami, Florida 33158, and the name of its initial registered agent at such address, is Gary D. Hertz.

**ARTICLE SEVEN
DIRECTORS**

Jose R. Pujols, Esq.
2701 S.W. LeJeune Rd.
Suite #401
Coral Gables, FL 33134
(305) 569-9533
FBN. 936911

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The number of directors constituting the initial board of directors of the corporation is Two
(2). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Gary D. Hertz	13740 S.W. 73 Court Miami, Florida 33158
Carlos Rodriguez	13740 S.W. 73 Court Miami, Florida 33158

ARTICLE EIGHT INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Gary D. Hertz	13740 S.W. 73 Court Miami, Florida 33158

ARTICLE NINE INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE TEN AMENDMENTS

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHERETO, I, Gary D. Hertz, being the incorporator of this corporation, make and file these articles of incorporation this 27th day of February, 1996.


Gary D. Hertz, Incorporator

Prepared by:
Jose R. Pujols, Esq.
FBN.: 936911
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT MILLENNIUM BILLING ASSOCIATES, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT:

13740 S.W. 73 COURT
MIAMI, FLORIDA 33158

HAS NAMED GARY D. HERTZ, LOCATED AT 13740 S.W. 73 COURT, MIAMI,
FLORIDA, 33158, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Gary D. Hertz, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

By: 
Gary D. Hertz

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MILLENNIUM BILLING ASSOCIATES, INC.
AUDIT NUMBER.....H96000017606
DOC TYPE.....BASIC AMENDMENT
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PAGES..... 3
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MILLENNIUM BILLING ASSOCIATES, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on February 28, 1996, #P96000018161.

FIRST: The name of the corporation is MILLENNIUM BILLING ASSOCIATES, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation:

ARTICLE I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is MILLENNIUM BUSINESS ALLIANCE, INC.

THIRD: The amendment was adopted by a unanimous vote of the Board of Directors on the 22 day of November, 1996.

FOURTH: The amendment was approved by all of the stockholders of the corporation on the 22 day of November, 1996. This is the only voting group of the corporation and a majority vote is sufficient for approval.

DATED: November 22, 1996

MILLENNIUM BILLING ASSOCIATES, INC.

By 

GARY HERTZ, President

(SEAL)

Attest:


GARY HERTZ, Secretary

Prepared by:
Jose R. Pujols, Esq. (FBN: 936911)
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
(305) 569-9533

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**UNANIMOUS WRITTEN CONSENT OF
DIRECTORS AND SHAREHOLDERS IN LIEU OF MEETING**


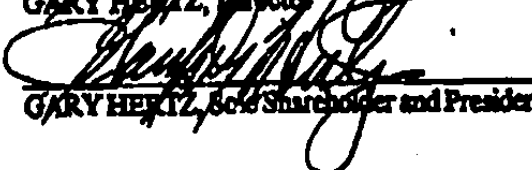
The undersigned, being all of the Directors and Shareholders of MILLENNIUM BILLING ASSOCIATES, INC., hereby consent to the taking of the following action in lieu of a meeting, and hereby waive any notice to be given in connection therewith:

WHEREAS, the Directors and Shareholders are desirous of changing the name of the corporation, it is hereby;

RESOLVED, by the Directors and Shareholders of MILLENNIUM BILLING ASSOCIATES, INC., a Florida Corporation, the said Board and Shareholders deem it advisable, and hereby declare it to be advisable, that Article I of the Certificate of Incorporation be amended, changed and altered so as to read as follows:

"The name of this corporation shall be: MILLENNIUM BUSINESS ALLIANCE, INC."

Executed by the undersigned as the Directors and Shareholders of MILLENNIUM BILLING ASSOCIATES, INC., on this 22nd day of November, 1996.


GARY HERTZ, Director

GARY HERTZ, Sole Shareholder and President

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