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EFFECTIVE DATE
11/13/96

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: UNIVERSAL BILLING, INC.
AUDIT NUMBER.....H96000016268
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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11/19/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 19, 1996

ACE INDUSTRIES INC.

MIAMI, FL

SUBJECT: UNIVERSAL BILLING, INC.
REF: W96000024415

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

THE INCORPORATORS MUST SIGN ON BEHALF OF THE CORPORATION THAT YOU LISTED AS THE INCORPORATOR.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000016268
Letter Number: 596A00052517

Articles of Incorporation
of
UNIVERSAL BILLING, INC.

H96-16268
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE
11-13-96

The name of the corporation is: **UNIVERSAL BILLING, INC.** The principal place of business and the mailing address of this corporation shall be 18260 Northeast 19th Avenue, Suite 103, North Miami Beach, Florida 33162.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

PREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and 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:

NAME	ADDRESS
PAM CAUDILL Director	18260 NORTHEAST 19TH AVENUE SUITE 103 NORTH MIAMI BEACH, FLORIDA 33162

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

PAM CAUDILL President/V. Pres.	18260 NORTHEAST 19TH AVENUE, SUITE 103 NORTH MIAMI BEACH, FLORIDA 33162
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ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: PAM CAUDILL, 18260 NORTHEAST 19TH AVENUE, SUITE 103, NORTH MIAMI BEACH, FLORIDA 33162.

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ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: AELION & LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

ARTICLE XIII. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 13th day of Nov., 1996.



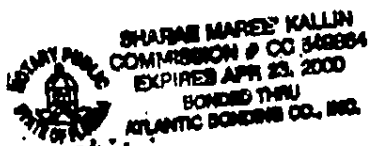
PAM CAUDILL, PRES./V. PRES.

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Pam Caudill, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 13th day of November, 1996.

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST -- UNIVERSAL BILLING, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS LOCATED AT 18260 NORTHEAST 19TH AVENUE, SUITE 103, NORTH
MIAMI BEACH, FLORIDA 33162, AND HEREBY NAMES PAM CAUDILL, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

Pam Caudill
PAM CAUDILL

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

Pam Caudill
PAM CAUDILL
REGISTERED AGENT
DATED: 11.13.96

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