

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Priority Billing,
Inc.

C. FEE.

DISBURSED

Capital Express _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

C U S- _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

Document Filing _____

Corporate Kit _____

Vehicle Search _____

Driving Record _____

Document Retrieval _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

File No.'s. _____ Copies _____

Courier Service _____

Shipping/Handling _____

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-24-97 _____TIME 8:10 _____ CK No. _____BY LB _____WALK-IN
Will Pick Up _____

ARTICLES OF INCORPORATION
OF
PRIORITY BILLING, INC.

FILED
97 APR 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

PRIORITY BILLING, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the businesses to be transacted by this corporation shall include, but not limited to:

(a) Billing services.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property of other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, debentures, notes, trusts, receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the

government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by a governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and note thereon, and to do any all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500 shares of common stock with a par value of \$1.00

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

The capital stock is being issued pursuant to section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein reference and made a part hereof.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

INITIAL REGISTERED OFFICE AND

REGISTERED AGENT

The street address of the initial registered office of this corporation is 7390 Southwest 107th Avenue, Suite 2108, Miami, Florida 33176 and the name of the initial registered agent of this corporation at that address is Vivian Santana. The Board of Directors may, from time to time, move the registered office to any other addresses in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have (2) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions

shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract of other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation may vote at said meeting to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of the other corporation(s) or not so interested.

ARTICLE VII. INITIAL DIRECTOR AND OFFICER

The name and street address of the initial directors and initial officers of this corporation is:

**Vivian Santana - (President/ Director)
7390 Southwest 107th Avenue, Suite 2108
Miami, Florida 33176**

**Marilyn Alvarez - (Treasurer/ Secretary/ Director)
5894 Southwest 128th Place
Miami, Florida 33183**

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator, being subscriber of these Articles of Incorporation is:

**Vivian Santana
7390 Southwest 107th Avenue, Suite 2108
Miami, Florida 33176**

ARTICLE IX. CORPORATION'S PRINCIPAL OFFICE

The principal office of the corporation is 7390 Southwest 107th Avenue, Suite 2108, Miami, Florida 33176. The mailing address is 7390 Southwest 107th Avenue, Suite 2108, Miami, Florida 33176. The office of the registered agent of the corporation is located at 7390 Southwest 107th Avenue, Suite 2108, Miami, Florida 33176.

**IN WITNESS WHEREOF, the undersigned incorporator has subscribed
to these Articles of Incorporation this 16th of April 1997.**


VIVIAN SANTANA

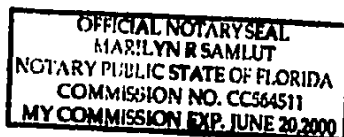
**STATE OF FLORIDA)
SS:)
COUNTY OF DADE)**

**BEFORE ME, a Notary Public authorized to take acknowledgments in the
State and County set forth above, VIVIAN SANTANA Personally appeared,
who is personally known to me to be the person who executed the
foregoing Articles of Incorporation or who produced the following
identification FL. Driver's License # 5535-873-63-838-0
and she acknowledged before me that he executed these Articles of
Incorporation.**

**IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 16th day of April 1997.**


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



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 IS SUBMITTED:

FIRST-THAT PRIORITY BILLING, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

MIAMI, STATE OF FLORIDA, HAS NAMED VIVIAN SANTANA
(City) (Name of Registered Agent)

LOCATED AT 7390 S.W 107 AVENUE, SUITE 2108 CITY OF MIAMI
(Street Address and Number of Building) (City)
(P.O. Box Addresses are not acceptable)

STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


VIVIAN SANTANA

TITLE

PRESIDENT

DATE

4/16/97

FILED
97 APR 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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.

SIGNATURE



DATE

4/16/97