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May 9, 1997

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Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Coral Gables Billing, Inc.

Dear Ms. Mortham:

Enclosed, please find the Articles of Incorporation for the above referenced matter. Along with this document is our trust account check #1164 in the amount of \$122.50 which will cover the filing fee cost-\$35.00; Designation of Registered Agent fee-\$35.00; and for the certified copy-\$52.50. We have included a self-addressed stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact our office. Otherwise, we thank you in advance for your expeditious attention to this request.

Very truly yours,



SUZANNE A. DOCKERTY

SAD\tjd

Enclosures

Misc.ACGBilling.corpinfo

P. CHEN  
MAY 20 1997

ARTICLES OF INCORPORATION  
OF  
CORAL GABLES BILLING, INC.

FILED  
97 MAY 16 PM 1:50  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is Coral Gables Billing, Inc. and its principal place of business is 4100 Palmarito Street, Coral Gables, Florida 33146, and the mailing address of the corporation shall be the same.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage or transact in any or all lawful business activities permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

#### ARTICLE IV

##### AUTHORIZED SHARES

The capital stock of this corporation shall consist of 500 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: Isela Sotolongo, 4108 Palmarito Street, Coral Gables, Florida 33146.

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have two (2) directors. The

name and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Isela Sotolongo	4108 Palmarito Street Coral Gables, Florida 33146
Sergio D. Sotolongo	4108 Palmarito Street Coral Gables, Florida 33146

#### ARTICLE VII

##### OFFICERS

The name and address 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:

<u>NAME</u>	<u>ADDRESS</u>
Isela Sotolongo Pres./Treas.	4108 Palmarito Street Coral Gables, Florida 33146
Sergio D. Sotolongo Vice Pres./Sec.	4108 Palmarito Street Coral Gables, Florida 33146

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Isela Sotolongo, 4108 Palmarito Street, Coral Gables, Florida 33146.

## ARTICLE IX

### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.


2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

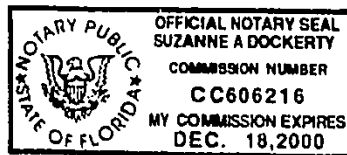


subscribed the same for the uses and purposes therein mentioned and set forth. She is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Dade County, Florida, this 7<sup>th</sup> day of May, 1997.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



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

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In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

Coral Gables Billing, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Dade County, State of Florida has Isela Sotolongo as its agent, whose address is 4100 Palmarito Street, Coral Gables, Florida 33146, to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By: Isela Sotolongo  
Isela Sotolongo

FILED  
97 MAY 26 PM 1:50  
TALLAHASSEE, FLORIDA