

P97000075790

August 20th, 1997.

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Attention: New Filings Section

Dear Sir or Madam:

Enclosed you will find two (2) copies of the Articles of Incorporation, a check for the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$ 122.50) and a self addressed stamped envelope.

We would like to thank you in advanced for your prompt attention and cooperation in this matter.

Sincerely,

SEP 2 1997 BSB



Carlos Jarro - Subscriber

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97 SEP -2 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of this Corporation shall be:
INTERNATIONAL BILLING COMPUTER SYSTEMS, INC.

ARTICLE II: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III: TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate existence shall begin, will be the date of filing of these Articles with the Secretary of State.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

1. **Designation:** The stock of this Corporation shall be known as Common Stock.
2. **Authorized:** The maximum number of shares of Common Stock that this Corporation may issue is 1,000 SH.
3. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or in any combination of the foregoing. The judgement of the Board of Directors shall be conclusive as to the value of any such consideration.
4. **Non-Assessability:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
5. **Par-Value:** Each share of Common Stock shall have the par value of: One Dollar (\$1.00).
6. **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
7. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purposes.
8. **Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE V: DIRECTORS

This Corporation shall have - 1 - Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the Initial Director of this Corporation is:

**Carlos Jarro
1640 NW 17th Avenue
Miami, FL 33125**

ARTICLE VI: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office for this Corporation will be the same as the mailing address. The address is:

**1640 NW 17th Avenue
Miami, FL 33125**

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE IX: RESIDENT AGENT

The undersigned individual shall be Resident Agent for service of process in the State of Florida on behalf of the Corporation. The Resident Agent may resign at anytime and the Corporation may change its Resident Agent at anytime also.

RESIDENT AGENT: Carlos Jarro

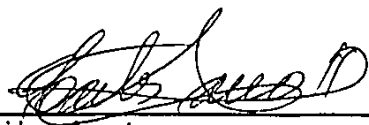
**ADDRESS: 1640 NW 17th Avenue
Miami, FL 33125**

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ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.



Resident Agent

ARTICLE X: INCORPORATION

The name(s) of the person(s) executing these Articles of Incorporation is/are:

Carlos Jarro

IN WITNESS WHEREOF, the undersigned Subscriber(s) has/have executed these Articles of Incorporation this 20th day of August, 1997.



Carlos Jarro - Subscriber

P97000075791

Jimmy Mincy Jr
Requestor's Name

FILED

Rt 1 Box 546
Address

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Perry Florida 32347
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone #
850-534-8527

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Office Use Only ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mincy Land and Timber, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☐ Pickup time ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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TALLAHASSEE, FLORIDA

P. Hall
SEP 22 1997

ARTICLES OF INCORPORATION
OF
MINCY LAND & TIMBER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is MINCY LAND & TIMBER, INC., and the principal office address is US 19 South & Padgett Road, Post Office Box 4220, Perry, Florida 32347.

ARTICLE II

CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the date and time as evidenced by the endorsement of the Department of State, Division of Corporations, State of Florida.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

1. The purpose for which the Corporation is organized is to lease, sell, import, export and to finance purchases and sales of land and timber.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

(a) To sue, complain and defend in the corporate name.

(b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.

(e) To lend money and use its credit to assist corporate employees.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporations's property and income.

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business.

(1) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and be with a par value of ten dollars (\$10.00). The corporation is authorized to issue only one class of stock.

Stock will be issued and transferred only to

1. natural persons
2. Estates, or,
3. a trust as described in Title 26 United States Code Section 1371 defining small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

The Corporation shall adopt a "Section 1362 Plan" for the issuance of its stock, pursuant to the Internal Revenue Code, section 1362. The Corporation shall be subject to Chapter S of the Internal Revenue Code.

ARTICLE VI

SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
JIMMY R. MINCY, JR. Route 1, Box 546 Perry, Florida 32347	50
MICHAEL W. MINCY 641 Franks Fair Lane Perry, Florida 32347	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VII

DIRECTORS

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:

1. JIMMY R. MINCY, JR., Route 1, Box 546, Perry, FL 32347
2. MICHAEL W. MINCY, 641 Franks Fair Lane, Perry, FL 32347

ARTICLE VIII

INCORPORATORS

The names and residences of the subscribers to these articles of incorporation are as follows:

1. JIMMY R. MINCY, JR.
Route 1, Box 546
Perry, Florida 32347
2. MICHAEL W. MINCY
641 Franks Fair Lane
Perry, Florida 32347

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law if they are threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director or Officer of the Corporation.

(a) To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or was or is acting as an incorporator of the Corporation as of October 1, 1994, or is

or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE X

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

(a) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation

of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by an amendment thereof of out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other considerations.

(b). Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder and submitted to the Corporation within thirty (30) days of receipt of the notice of the Corporation.

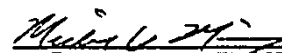
ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is US Highway 19 South and Padgett Road, Perry, Florida, 32347 and the name of its initial registered agent at such address is, JIMMY R. MINCY, JR..

The above Articles of Incorporation for MINCY LAND & TIMBER, INC. were executed by the undersigned at Perry, Taylor County, Florida, on the 2nd day of September, 1997.


JIMMY R. MINCY, JR.
Incorporator


MICHAEL W. MINCY
Incorporator

STATE OF FLORIDA)

COUNTY OF TAYLOR)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JIMMY R. MINCY, JR., who has produced a Florida driver's license (# M 520-436-61-332) and MICHAEL W. MINCY, who has produced a Florida driver's license (# M 520-554-44-350-0) as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes and intents expressed therein.

WITNESS my hand and official seal in the County last aforesaid this 29TH day of August, 1997.



KAREN PARKER, Notary Public

My Commission Expires:

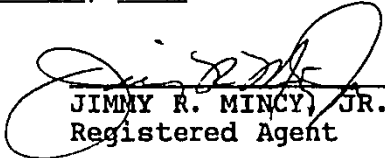


To: The Department of State
Division of Corporations
Tallahassee, Florida 32304

ACKNOWLEDGMENT:

Having been named to accept service of process for MINCY LAND & TIMBER, INC. 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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 2nd day of September, 1997.



JIMMY R. MINCY, JR.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA