

P98000053983

INTENTION TO FILE
ARTICLES OF INCORPORATION

June 5, 1998

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

Re: Advantage Billing Service Inc.

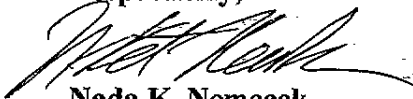
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*****78.75 *****78.75

Dear Secretary of State:

Enclosed find one original and one copy of the Articles of Incorporation of Advantage Billing Services, Inc.

Enclosed you will also find a check made payable to the Secretary of State in the amount of \$78.75, which includes the statutory filing fee and certificate. Your assistance in establishing the corporation to be known as Advantage Billing Services, Inc. is appreciated.

Respectfully,


Nada K. Nemecek
3545-1 St. Johns Bluff Rd. S.,
Unit 164
Jacksonville, Florida 32224
(904) 996-0084

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 8:50

RP
06-17-98

ARTICLES OF INCORPORATION

FOR

Advantage Billing Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

The name of the corporation is: Advantage Billing Services, Inc. The mailing address of the corporation is: 3545-1 St. John's Bluff Rd. S. #164, Jacksonville, FL. 32224

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promote or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 1,000 common shares. Such 1,000 common shares shall consist of one class only having a par value of \$.10 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 3545-1 St. John's Bluff Rd. S., #164, Jacksonville, Fl. 32224. The name of the corporation's initial registered agent at said address is Nada K. Nemecek.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be two
(2). The name and street address of the initial members of the Board of Directors is:

<u>Nabetsi Torres</u>	<u>3545-1 St. John's Bluff Rd. S. #164,</u>
	<u>Jacksonville, Fl. 32224</u>
<u>Nada K. Nemecek</u>	<u>3545-1 St. John's Bluff Rd. S. #164</u>
	<u>Jacksonville, Fl. 32224</u>

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida. Additionally, the Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE VII

The name and street address of the incorporator is:

Nada K. Nemecek
3545-1 St. John's Bluff Rd. S. #164,
Jacksonville, Fl. 32224

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of the its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

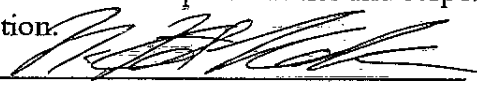
(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by Florida law.

I understand and accept the duties and responsibility as registered agent for said corporation.


Nada K. Nemecek Incorporator

FILED
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