

P98000075459

GLORIA P. ALFONSO

1231 Pizarro Street
Miami, Florida 33134
Phone: (305) 443-1579

EFFECTIVE DATE
8/23/98

August 23, 1998

700002626267--8
-08/27/98-01020-006
***122.50 ***122.50

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

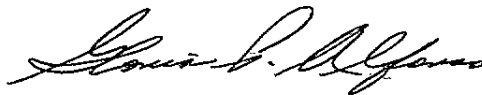
Re: A-1 BILLING CORPORATION

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for **A-1 BILLING CORPORATION**, and my check in the amount of **\$122.50** to cover your charges for the filing fee (\$70.00), and a certified copy (\$52.50) of the Articles.

Thank you for your cooperation in this matter. Should you have any questions or problems, please feel free to contact me.

Sincerely,



GLORIA P. ALFONSO

/ms
Enclosures

FILED
98 AUG 27 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 28 1998

**ARTICLES OF INCORPORATION
OF
A-1 BILLING CORPORATION**

EFFECTIVE DATE
8/23/98

I, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

**ARTICLE I
NAME**

The name of this corporation shall be **A-1 BILLING CORPORATION**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and the object and purpose proposed to be transacted and carried on are to engage and do any and all activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of each stock shall be as follows:

1. One Thousand (1000) shares of common stock with a nominal or par value of ONE (\$1.00) DOLLAR per share.
2. The Board of Directors of this corporation, is hereby authorized within its exclusive discretion by majority vote to establish such limitations or restrictions on or divisions of the aforesaid stock, as it deems appropriate and is otherwise permissible by law without having to amend these Articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 AUG 27 PM 4:16

FILED

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

**ARTICLE V
COMMENCEMENT AND EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE VI
ADDRESS**

The initial street address of said corporation shall Be: **9788 Coral Way, Miami, Florida 33165**, with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE VII
NUMBER OF DIRECTORS**

The number of Directors of this Corporation shall be not less than one (1), nor more than ten (10). The Corporation shall initially have one (1) Director.

**ARTICLE VIII
MANAGEMENT**

The Corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the Corporation is managed by Directors, the exact number of Directors

shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the Corporation otherwise be managed by the stockholders unless there is only one (1) stockholder.

**ARTICLE IX
INITIAL DIRECTOR**

The names and addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	SHARES
GLORIA P. ALFONSO President/Director	1231 Pizarro Street Coral Gables, Florida	50
GLORIA ALFONSO Vice President/Secretary	1231 Pizarro Street Coral Gables, Florida	50

**ARTICLE X
SUBSCRIBER**

The name and post office address of the subscriber and incorporator is:

NAMES	ADDRESSES
GLORIA P. ALFONSO	1231 Pizarro Street Coral Gables, Florida

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE XI
AMENDMENT AND INDEMNIFICATION**

These Articles may be amended, provided every Amendment is approved by a majority of the Board of Directors and Stockholders. The Corporation shall indemnify as Directors or officers, or subscribers, or who, at the request of the Board of Directors or

Stockholders of the corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, by reason of being or having been Directors or officers of the Corporation, or of such other Corporation, except in relation to matters as to which any such Directors or officers shall be adjudged in any action, suit, or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights, to which the indemnification may be entitled under any law or bylaw, agreement, vote of stockholders or otherwise. The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its members, and upon the dividends due them for any indebtedness to the Corporation for such members of the Corporation.

ARTICLE XII ADDITIONAL POWERS

The Corporation shall have the further right and power to from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this Corporation, except as conferred by Statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its Bylaws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholders and Directors shall have power, if the Bylaws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE XIII REGISTERED AGENT

The Registered Agent to accept service of process within this State for said corporation shall be GLORIA P. ALFONSO. The registered office is located at 1231 Pizarro Street, Coral Gables, Florida 33134.

Having been named to accept service of process for the above-stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GLORIA P. ALFONSO

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named and the Incorporator, for the purposes of forming a Corporation to do business both within and without the State of Florida, under the laws of

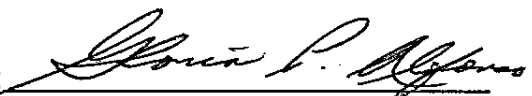
the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 23rd day of August, 1998.


GLORIA P. ALFONSO

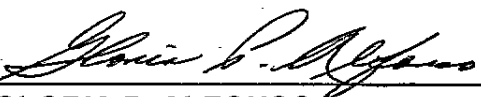
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT A-1 BILLING CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 9788 CORAL WAY, MIAMI, FLORIDA 33165, HAS NAMED GLORIA P. ALFONSO, LOCATED AT 1231 PIZARRO STREET, CORAL GABLES, FLORIDA 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
GLORIA P. ALFONSO
TITLE: President/Director
DATE: August 23, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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: 
GLORIA P. ALFONSO
DATE August 23, 1998 \

FILED
98 AUG 27 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA