

P990000 3/388

TRANSMITTAL LETTER

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

SUBJECT: MAC BILLING, CORP.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78.75.

FROM: Mac Billing, Corp.
Name (printed or typed)
7951 S.W. 79th Street, Suite 206
Address
Miami, FL 33155
City, State & Zip
(305) 261-6251
Telephone Number

000002826360--3
-04/01/99--01098--013
*****78.75 *****78.75

FILED
99 APR -1 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

ARTICLES OF INCORPORATION

OF

MAC BILLING, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is Mac Billing, Corp.

ARTICLE II-NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity and business or trade deemed legal in the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV-INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V-TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI-ADDRESS

The initial street address of the principal office of this corporation is to be at

7951 S.W. 40th Street, Suite 206
Miami, FL 33155

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII-REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

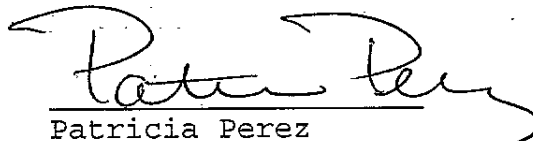
That, Mac Billing, Corp. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation, County of Dade, has named:

Patricia Perez
7951 S.W. 40th Street, Suite 206
Miami, FL 33155

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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


Patricia Perez
Registered Agent

The 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.

ARTICLE VIII-INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Patricia Perez:
President/Vice-President/Treasurer/Secretary/Director

Located at: 7951 S.W. 40th Street, Suite 206, Miami, FL 33155

ARTICLE IX-INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is

Patricia Perez
7951 S.W. 40th Street, Suite 206, Miami, FL 33155

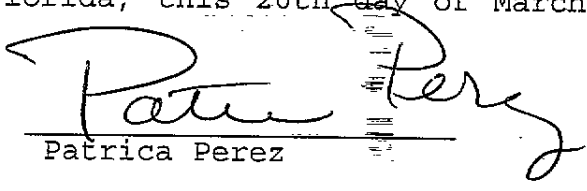
ARTICLE X-EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing, Articles of Incorporation under the laws of the State of Florida, this 20th day of March 1999.


Patricia Perez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA