



THE UNITED STATES  
CORPORATION  
COMPANY

PA990003555

99 APR 19 PM 2:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 209602 148962A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : April 19, 1999

ORDER TIME : 11:52 AM

ORDER NO. : 209602-005

800002843708--7

CUSTOMER NO: 148962A

CUSTOMER: Ms. Violet Norris  
ROBERT RUBENSTEIN, ESQ  
ROBERT RUBENSTEIN, ESQ  
Suite 1110  
9350 S. Dixie Highway  
Miami, FL 33156

DOMESTIC FILING

NAME: RP BILLING CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 4/19/99 ✓

RECEIVED  
XX PM 12:11  
XX APR 19 1999  
THE UNITED STATES  
CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**RP BILLING CORP.**

**FILED**  
**99 APR 19 PM 2:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, Lawrence Rubenstein, acknowledges and files in the office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**RP Billing Corp.**

The mailing address of this Corporation is:

8320 NW 52 Street, Lauderhill, FL 33351

**ARTICLE II**

**BUSINESS**

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporation may be incorporated under the laws of the State of Florida or the United States. Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make any perform contracts of any kind and description, to

do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

### **ARTICLE III**

#### **SHARES**

The authorized capital stock of this corporation shall consist of 100 shares of common stock, \$1.00 par value.

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the Corporation's initial registered office 8320 NW 52 Street, Lauderhill, Florida 33351. The initial registered agent for the Corporation is Lawrence Rubenstein located at 8320 NW 52 Street, Lauderhill, Florida 33351.

### **ARTICLE IV**

#### **DIRECTORS**

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

### **ARTICLE V**

#### **FIRST BOARD**

The following shall constitute the first Board of Directors of the Corporation:

President, Treasurer  
& Secretary

Lawrence Rubenstein

8320 NW 52 Avenue  
Lauderhill, FL 33351

Director

Lawrence Rubenstein

8320 NW 52 Avenue  
Lauderhill, FL 33351

Vice-President

Kevin Patrick

6161 Sunset Drive, Suite B  
South Miami, FL 33143

## ARTICLE VI

### INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Lawrence Rubenstein

8320 NW 52 Street  
Lauderhill, FL 33351

## ARTICLE VII

### GENERAL PROVISIONS

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.


(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the Laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the

limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 16 day of April, 1999.

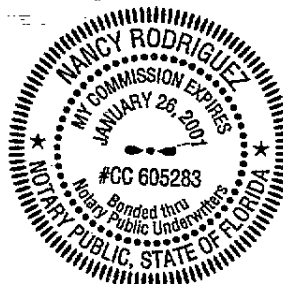
  
Lawrence Rubenstein

STATE OF FLORIDA )  
SS. : )  
COUNTY OF DADE )

The foregoing Articles of Incorporation were acknowledged before me this 16 day of April, 1999

  
NOTARY PUBLIC, State of Florida

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

FILED  
99 APR 19 PM 2:18


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First – **RP Billing Corp.**, desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of Incorporation at the City of Lauderhill, County  
of Broward, State of Florida, has named Lawrence Rubenstein located at 8320 NW 52 Street,  
Lauderhill, Florida, County of Broward, State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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, agree to comply with  
the provision of said Act relative to keeping open said office, and I am familiar with, and accept  
the obligations of, Section 607.325 F.S.

By:   
Lawrence Rubenstein  
Registered Agent