



P99000036445

ACCOUNT NO. : 072100000032

REFERENCE : 213324 148962A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pujols

ORDER DATE : April 21, 1999

ORDER TIME : 2:45 PM

ORDER NO. : 213324-005

300002846623--0

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: ADVANCED BILLING CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED

99 APR 21 PM 3:34

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 APR 21 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*4/21/99
JLW*

ARTICLES OF INCORPORATION
OF
ADVANCED BILLING CORP.

The undersigned, Robert 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:

Advanced Billing Corp..

The mailing address of this Corporation is:

3645 St. Gaudens Road, Coconut Grove, FL 33133

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

FILED
99 APR 21 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 1000 shares of common stock, \$1.00 par value.

REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's initial registered office is 3645 St. Gaudens Road, Coconut Grove, Florida 33133. The initial registered agent for the Corporation is Robert Rubenstein located at 3645 St. Gaudens Road, Coconut Grove, Florida 33133.

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, Secretary	Robert Rubenstein	3645 St. Gaudens Road Coconut Grove, FL 33133
Vice-President, Treasurer	Lawrence Medearis	8380 SW 186 Street Miami, FL 33157

ARTICLE VI

INCORPORATOR

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

Robert Rubenstein	3645 St. Gaudens Road Coconut Grove, FL 33133
-------------------	--

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.

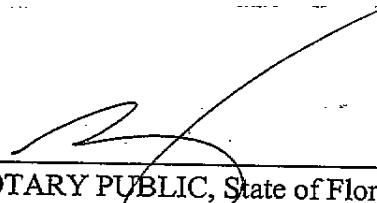
SUBSCRIBED at Miami, Florida, this 20 day of April, 1999.



Robert Rubenstein

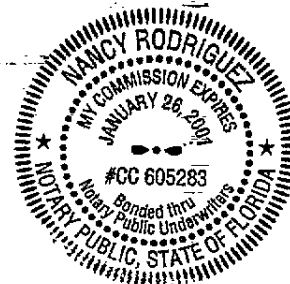
STATE OF FLORIDA)
 SS. :)
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 20 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**

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

First – **ADVANCED 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 Miami, County of Dade, State of Florida, has named Robert Rubenstein located at 3645 St. Gaudens Road, Coconut Grove, County of Dade, 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: 

Robert Rubenstein
Registered Agent

FILED
99 APR 21 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA