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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**S & M BILLING & ANSWERING SERVICE INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF**

S & M BILLING & ANSWERING SERVICE INC.

The undersigned, acting as incorporator of S & M BILLING & ANSWERING SERVICE INC. Under the Florida Business corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is S & M BILLING & ANSWERING SERVICE INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

C/O SBAS
7777 N. Davis Rd Extension, Suite 102B
Hollywood, FL 33024

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida statutes. The purpose of this corporation is to render all services pertaining to S & M BILLING & ANSWERING SERVICE INC.

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SOUTHBROWARD ACCOUNTING SERVICE, INC.
7777 N. DAVIS ROAD EXT., SUITE 102B
HOLLYWOOD, FL 33024

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ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7777 N. Davie Road Ext. Ste 102B, Hollywood, FL 33024 and the name of the corporation's initial registered agent at that address is MIRTA CHEDIAK.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and address of the initial directors are:

NAME	ADDRESS
MIMOSE II HYPPOLITE	1566 N.E. 191 STREET #422 NORTH MIAMI BEACH, FL 33179

J. SEBASTIEN HYPPOLITE	1566 N.E. 191 STREET #422 NORTH MIAMI BEACH, FL 33179
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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
MIRTA CHEDIAK	7777 N DAVIE ROAD EXT. STE 102B HOLLYWOOD, FL 33024

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ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders specifically providing that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner described by law and all rights conferred on Shareholders are subject to this reservation.

The undersigned authority, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 30th day of June, 1999.


Mirta Chediak

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ACKNOWLEDGEMENT:

Having been named to accept service of process for corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provision of the Florida Business Corporation Act, and am familiar with, accept, the obligations of that position.


Mirta Chediak

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