

TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 15 AM 9:36

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

SUBJECT: GLOBAL PREPAID CONNECT INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: ALAN CAMPBELL
Name (Printed or typed)

104 QUINN ST.
Address

400005272094--9
-04/15/02--01048--005
****78.75 ****78.75

MILTON, FL 32570
City, State & Zip

(850) 626-1040
Daytime Telephone number

Don Hunsicker NOTE: NO GAVE Please provide the original and one copy of the articles.

AUTHORIZATION BY PHONE TO

CORRECT Article

DATE 4-23-02

DOC. EXAM jlme

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ARTICLES OF INCORPORATION
OF
GLOBAL PREPAID CONNECT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I – NAME. The name of the corporation is
GLOBAL PREPAID CONNECT, INC.

ARTICLE II – Corporate Purpose and Powers. This company is initially organized for the transaction of any and all lawful business for which corporation shall have all corporate powers enumerated in said Section 607.0302.

ARTICLE III – Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code. The shareholders of corporation by its shareholders may be restricted in the manner allowed under Section 607.0627, F.S.

ARTICLE IV Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V Duration. The corporation shall have perpetual existence.

ARTICLE VI Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

ALAN R. CAMPBELL
6410 HWY 90 STE. F
MILTON, FL. 32570

The corporation shall conduct and operate its business at the following principal office location: 6410 Hwy. 90 Ste. F
Milton, Fl. 32570

ARTICLE VII Management by Shareholder.

The corporation, pursuant to the authority vested in Sections 607.0202, F.S., 607.0206, F.S. and 607.0801, F.S. shall be managed by its stockholders rather than a board of directors, and the stockholders shall adopt the bylaws and elect the officers. The initial stockholder in the corporation and who shall initially manage the business and who shall have the right to act without a meeting pursuant to 607.0704, F.S. is:

ALAN R. CAMPBELL

The initial officers of this corporation shall be as follows with the following mailing addresses:

DON HUNSICKER
CHIEF EXECUTIVE OFFICER
7362 BAIN DR.
MILTON, FL. 32583

ALAN R. CAMPBELL
PRESIDENT
104 QUINN ST.
MILTON, FL. 32570

ARTICLE VIII Subscriber. The name and address of the person signing these Articles is:

ALAN R. CAMPBELL
104 QUINN ST.
MILTON, FL. 32570

ARTICLE IX Bylaws. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE X Amendment. These articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XI Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholder, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of the corporation, has executed these articles of incorporation at Milton, Florida on the 9th day of APRIL 2002.



ALAN R. CAMPBELL

Subscriber

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

And

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

The name of the corporation is PREPAID GLOBAL CONNECT, INC.

The name and address of the registered agent and office is:

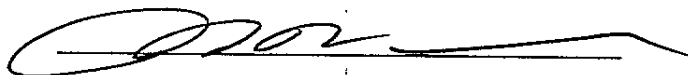
ALAN R. CAMPBELL

6410 HWY 90 STE. F

MILTON, FL. 32570

Having been named as resident agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, am I am familiar with and accept the obligation of my position as registered agent.

Dated this 9th day of APRIL, 2002



ALAN R. CAMPBELL

Registered Agent

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