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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: TELECARDS UNLIMITED, INC.

AUDIT NUMBER.....H97000015683

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
TELECARDS UNLIMITED, INC.

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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 under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is TELECARDS UNLIMITED, INC.
The address of the corporation is 3721 S.W. 47 Avenue, Suite 302,
Ft. Lauderdale, Florida 33314.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 60 shares of Common

Prepared by: Steven L. Miller, Esquire
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F.B.N. 651184

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Stock of a par value of NONE. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314. The name of the initial registered agent of this corporation is MICHAEL GHERMAN of 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314.

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have two (2) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is MICHAEL GHERMAN, Director, of 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314, and DAVID ACKERMAN, Director, 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, 33314.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation is MICHAEL GHERMAN of 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314, and DAVID ACKERMAN 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, 33314.

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ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

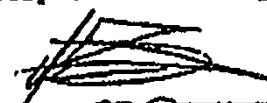

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said

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corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(va) executed these Articles of Incorporation this 19 day of SEPTEMBER, 1997.


MICHAEL GHERMAN

DAVID ACKERMAN

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared MICHAEL GHERMAN and DAVID ACKERMAN, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this ____ day of _____, 1997.

NOTARY PUBLIC
State of Florida

My Commission Expires:

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

First, **TELECARDS UNLIMITED, INC.**, 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 Ft. Lauderdale, County of Broward, State of Florida, has designated **MICHAEL GHERMAN** 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314 as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

MICHAEL GHERMAN
Registered Agent

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