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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone

: (305)541-3694

Fax Number

: (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

PHONE CARD USA.INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$ 78.75

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 7, 2001

EMPIRE

SUBJECT: PHONE CARD USA, INC.

REF: W01000005160

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ARTICLES OF INCORPORATION

OF

PHONE CARD USA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: PHONE CARD USA, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall perpetual existence.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the State Of Florida. The specific nature of this business is phone card sales.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE Y

The principal place of business of the Corporation shall be: 2421 N. 61 AVENUE, HOLLYWOOD, FLORIDA 33024.

SHARON L THIBAULT 5740 HLWD BLVD #202 HOLLYWOOD, FL 33021

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ARTICLE VI

PRE - EMPTIVE RIGHTS

The shareholders shall have Pre-Emptive Rights.

ARTICLE VII

The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as initial director is:

ALI NOOR MUNJU 2421 N. 61 AVENUE HOLLYWOOD, FLORIDA 33024

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

ALI NOOR MUNJU 2421 N. 61 AVENUE HOLLYWOOD, FLORIDA 33024

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 5th day of March, 2001.

Incorporator

STATE OF FLORIDA: COUNTY OF BROWARD:

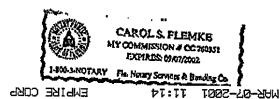
On this 5th day of March, 2001, before me, an Officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ALI NOOR MUNJU known to me the person whose name is subscribed, to the within instrument, and acknowledged that he executed the same for the purposes therein

IN WITNESS WHEREOF, I hereunto set my hand official seal.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

IN pursuance of Chapter 607.34 Florida Statues, the following is submitted, in compliance with said Act;

First-That PHONE CARD USA, 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 HOLLYWOOD county of BROWARD of FLORIDA, as named ALI NOOR MUNJU located at 2421 N. 61 AVENUE, HOLLYWOOD. FLORIDA 33024 its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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, and agree to comply with the provisions of said act relative to keeping open said office.

Ву

ALI NOOR MUNITU

SECRETARY OF STATE DIVISION OF CORPORATIONS