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ACCOUNT NO. : 072100000032

REFERENCE : 123272 81181A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 17 PM 12:53

ORDER DATE : October 17, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 123272-005

CUSTOMER NO: 81181A

600001978706-1-2

CUSTOMER: Alan L. Gabriel, Esq
ALAN L. GABRIEL, ESQ

Penthouse E
2455 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

DOMESTIC FILING

NAME: PREPAY, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: *BK*

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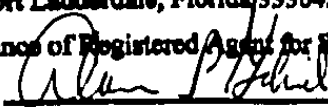
BK 10/17/96

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is PrePay, Ltd.
2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2601 Biscayne Boulevard, Miami, Florida 33137.
3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Alan L. Gabriel, Esq., 2455 East Sunrise Boulevard, International Building - Penthouse East, Fort Lauderdale, Florida 33304.

Acceptance of Registered Agent for Service of Process


ALAN L. GABRIEL, Esquire

4. **General Partners.** The name and business address of the General Partner in Limited Partnership is as follows:

NAME

501 WIRELESS CORP.

BUSINESS ADDRESS

2601 Biscayne Boulevard, Miami, Florida 33137

5. **Mailing Address of Partnership.** The mailing address of the Limited Partnership is 2601 Biscayne Boulevard, Miami, Florida 33137.

6. **Term of Partnership.** The Limited Partnership shall exist until the year 2040 unless sooner terminated, liquidated, or dissolved by law.

In witness whereof, the undersigned has executed this certificate this ____ day of October, 1996.

GENERAL PARTNER

501 WIRELESS CORP.

By: 

ROGER MILLER, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the sole General Partner of PrePay, Ltd., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

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1. The Limited Partner has made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
2601 WIRELESS CORP.	<u>\$ 5,000.00</u>

2. It is anticipated that the Limited Partner listed below will make capital contributions in the future in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
2601 WIRELESS CORP.	<u>\$ 0.00</u>

GENERAL PARTNER

501 WIRELESS CORP.

BY: 
ROGER MILLER, President