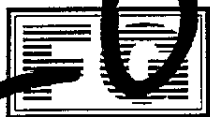


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F. Gutta, CPA, P.A.

8211 W. Broward Blvd., Suite 410
Plantation, Florida 33324

Phone: (954) 452-8813 • Fax: (954) 452-8359

Web Site: www.fguttacpa.com

March 16, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

400003892764--2
-03/22/01--01063--011
1500.00 *125.00

I have enclosed a check for the filing fees of \$125.00 each, a total of \$1500.00 for the filing of the following LLC's.

(Carolinas Prepaid, LLC)
Phone Car Depot Dallas, LLC
Golden State Telecom, LLC
Phone card Depot Houston, LLC
Sunshine Prepaid Distribution, LLC
Liberty Telesource, LLC
Distribution Nationwide, LLC
Fairdeal Distribution, LLC
Arizona Prepaid Products, LLC
Peachtree Teleproducts, LLC
Miami Telecards, LLC
Atlantic Prepaid Wholesale, LLC

Please mail all filed forms back to our office
F. Gutta CPA, PA
8211 W. Broward Blvd.
Suite 410
Plantation, FL 33324

If you have any question on this matter. Please call our office.

Sincerely,

Eileen Winchell

FILED
01 MAR 22 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W3/26

2p

ARTICLES OF ORGANIZATION CAROLINAS PREPAID, LLC.

The undersigned, acting as organizer of Carolinas Prepaid, LLC organized and created pursuant to Chapter 608, Florida Statutes, hereby adopt the following Articles of Organization for said Florida limited liability company:

ARTICLE I: The name of the limited liability company shall be Carolinas Prepaid, LLC.

ARTICLE II: The mailing address and street address of the principal office of the Limited Liability Company is:

Carolinas Prepaid
224 Westinghouse Blvd
Suite 604
Charlotte, NC 28273

ARTICLE III: The name and the Florida street address of the registered agent are:

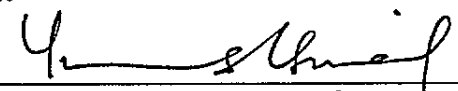
Yunus Ismail
731 NW 84th Avenue
Pembroke Pines, FL 33024

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


By: Yunus Ismail, Registered Agent

ARTICLE IV: This Limited Liability Company is to be managed by one manager and is, therefore, a manager—managed company.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


By: Centrix Management, LLC
By: Yunus Ismail, Manager

FILED
01 MAR 22 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA