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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

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JALLAHASSI E. FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PREPAID PHONECARDS UNLIMITED, INC.

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

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1. - NAME

PREPAID PHONECARDS UNLIMITED, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4293 Mohagany Ridge Dr.
Weston, FL 33331

ARTICLE 3. - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by:
RICHARD T. CATARCIO
7300 W. McNab Road
Suite 211
Tamarac, FL 33321
(954) 718-8572

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TALLAHASSEE, FLORIDA

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ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

Edward J. Hanophy
4293 Mohogany Ridge Dr.
Weston, FL 33331

ARTICLE 5. - INCORPORATORS

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

Edward J. Hanophy
4293 Mohogany Ridge Dr.
Weston, FL 33331

ARTICLE 6. - OFFICERS

The name of the initial officer to these Articles of Incorporation:

Edward J. Hanophy, President
4293 Mohogany Ridge Dr.
Weston, FL 33331

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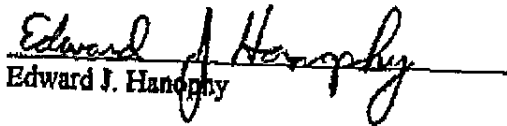
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ARTICLE 7. - DIRECTORS

The name of the initial director to these Articles of Incorporation is:

Edward J. Hanophy
4293 Mohogany Ridge Dr.
Weston, FL 33331

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this


Edward J. Hanophy

DATED: January 28, 2000

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

PREPAID PHONECARDS UNLIMITED, INC.

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

Edward J. Hanophy
4293 Mohogany Ridge Dr.
Weston, FL 33331

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 TO ACCEPT SERVICE OF PROCESS. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS 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.

Edward J. Hanophy
SIGNATURE - REGISTERED AGENT

DATE: January 28, 2000

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