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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 9, 2000

Registration Section
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: 24 CARAT PROMOTIONS, INC.

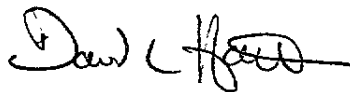
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To whom it may concern:

Enclosed please find my original and one copy of the Articles of Incorporation for the above-named entity, including a check in the amount of \$78.75 for the filing fee, registered agent, and certificate of status.

Contact my office should you have any questions regarding the foregoing. Thank you for your cooperation.

Sincerely yours,



DAVID L. HATTON

DLH/ler

Enclosures

RH 3/20/2000 ✓

ARTICLES OF INCORPORATION
OF
24 CARAT PROMOTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE I

The name of the corporation shall be 24 CARAT PROMOTIONS, INC. The principal place of business of this corporation shall be 7520 S.W. 115th Street, Pinecrest, Florida 33156.

ARTICLE II

This Corporation shall commence its existence immediately upon the filing of this Certificate of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

The general nature of the business to be carried out by the Corporation as follows:

- 1) telephone card promotions;
- 2) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this State or throughout the United States and elsewhere, and to do any other act or acts, thing or

things, incidental or pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any other state; and

3) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery and retain stores, insofar as the same by appurtenant to or useful for the conduct of the business as above specified; but only to the extent to which the company may be authorized by the statutes under which it is organized.

4) Subject to the limitations herein prescribed and the requirements of the statutes of this state, to borrow or raise money for the purpose of the company, and to secure the same and the interest thereon, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

5) To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is 1000, with no par value. The shares of the corporation may be divided into classes.

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

ARTICLE VI

The name and street address of the initial registered agent of the Corporation is:

David L. Hatton
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

ARTICLE VII

A Board of Directors consisting of not less than one (1) nor more than five (5) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise prescribed by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLES VIII

The Corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLES IX

The Corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE X

The name and addresses of the incorporator(s) are as follows:

Claire Weintraub Ceballos
7520 S.W. 115th Street
Pinecrest, Florida 33156

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3rd day of March, 2000.



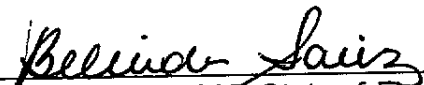
Claire Weintraub Ceballos

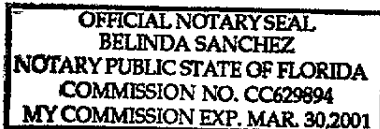
STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Claire Weintraub Ceballos, to me known to be the person described in and who subscribed to the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 3rd day of March 2000.

My Commission Expires:


NOTARY PUBLIC, State of Florida
at Large.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

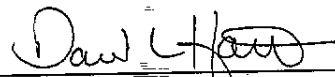
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is 24 CARAT PROMOTIONS, INC.
2. The name and address of the registered agent and office is:

David L. Hatton
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

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 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 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.



David L. Hatton