

Charter Number Only

P0000038582

VALIDATION ONLY

Requestor's Name

PETER MINEO
315 SE 75th. 2nd Floor.

Address

FT. LAUD FL 33301

City

State

ZIP

Phone

(954) 463-8100D

CORPORATION(S) NAME

100003212261--S

-04/18/00--01015--012

*****78.75 *****78.75

NOT-A-CALL, Pre-PAID Phone card
Corp.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 18 AM 9:33

RECEIVED



Empire Toll Free: 1-800-482-3028

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|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

00 APR 18 AM 10:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CERTIFIED COPY

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION

OF

DIAL-A-CALL ,
PRE-PAID PHONE CARD CORP.

FILED
00 APR 18 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I
NAME

The name of the corporation shall be DIAL-A-CALL, PRE-PAID PHONE CARD, CORP.

ARTICLE II
BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows: Prepaid phone card sales.

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III
STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for

such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V
PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 5450 S. State Road 7, Fort Lauderdale, Florida 333134 with privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be a resident of Broward County, Florida, and the Registered office of the corporation shall be in Broward County.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of not less than one and not more than seven.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are as follows:

SALVATORE MAROTTA, 5450 S. State Road 7, Ft. Lauderdale, Florida 33314

SHAWN ROBINS, 5450 S. State Road 7, Ft. Lauderdale, Florida 33314

FRANK MINEO, 5450 S. State Road 7, Ft. Lauderdale, Florida 33314

ARTICLE IX **SUBSCRIBERS**

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Salvatore Marotta	5450 S. State Road 7, Ft. Lauderdale, Florida 33314	50%
Shawn Robins	5450 S. State Road 7, Ft. Lauderdale, Florida 33314	50%

ARTICLE X **ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock to any other person, or to

firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporators, and assume and carry out all of the rights, liabilities, and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XI **INITIAL OFFICERS**

The names, offices and street addresses of the first offices of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Salvatore Marotta	President	5450 S. State Road 7, Ft. Lauderdale, Florida 33314
Shawn Robins	Vice President	5450 S. State Road 7, Ft. Lauderdale, Florida 33314

ARTICLE XII **MANAGEMENT**

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Florida, including without limitation the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether

within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the corporation, except as conferred by the law of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time, an amount to be set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or charge to the same organizational expenses or other similar expenses properly chargeable to the capital account.

SECTION G: To use or apply any funds of the corporation, lawfully available therefor, for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such prices as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans, for:

(1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers, or directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereof pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and,

(3) The furnishings of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I: From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeem ability, subordination, convertibility, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after acquired property.

ARTICLE XIII
TRANSACTIONS WITH RELATED PARTIES

1. No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a votes or written consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorized, approve or ratify such contract or transactions by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board or a committee for the Board.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which approves or ratifies such contract, or transaction.

ARTICLE XIV **CUMULATIVE VOTING**

Cumulative voting may be permitted by the terms of the Bi-Laws.

ARTICLE XV
INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself to is unlimited.

ARTICLE XVI
EFFECTIVE DATE

The effective date of this corporation shall be the date of the filing of these articles.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation on this 14th day of April, 2000.

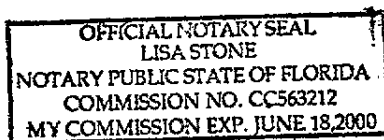


SALVATORE MAROTTA

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

ON THIS 14th day of April, 2000 BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared, SALVATORE MAROTTA, to me well known to be the incorporator described in and who acknowledged and executed the same as such incorporator for the purposes therein expressed.

My commission expires: _____





Notary Public, State of Florida

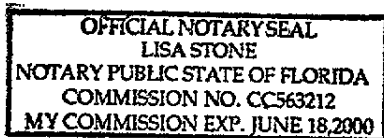


SHAWN ROBINS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

ON THIS 14th day of April, 2000 BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared, SHAWN ROBINS, to me well know to be the incorporator described in and who acknowledged and executed the same as such incorporator for the purposes therein expressed.

My commission expires: _____



Lisa Stone
Notary Public, State of Florida

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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that--- DIAL-A-CALL, PRE-PAID PHONE CARD CORP.

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 FORT LAUDERDALE, State of Florida, has named PETER MINEO, JR., P.A., as its agent and to accept service of process within this State.

SECOND --- 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.



PETER MINEO, JR., P.A.
Registered Agent

FILED
00 APR 18 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA