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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PHONE CARD FACTORY.NET, INC.

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T. SMITH (SEP - 1 2000)

ARTICLES OF INCORPORATION
OF
PHONE CARD FACTORY, NET, INC

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TALLAHASSEE, FLORIDA

The undersigned acting as an Incorporator of: **PHONE CARD FACTORY, NET, INC.** under the Florida Business Corporations Act, adopts the followings Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be **PHONE CARD FACTORY, NET, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

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

8550 WEST FLAGLER STREET, SUITE 110

MIAMI, FLORIDA 33144

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Six Thousand (6,000) shares of common stock value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence on upon filing of these Articles of Incorporation with the secretary of the state of Florida.

ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS

The street of the initial registered office of the corporation is **8550 WEST
FLAGLER STREET, SUITE 110 MIAMI, FLORIDA 33144**, and the name of
the initial registered agent of this corporation at that address is:

ROBSON L DE OLIVEIRA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may
be either increased or diminished from time to time as provided in the bylaws, but
shall never be less than one. The name and street address of the initial member of
the board director is:

8550 WEST FLAGLER STREET, SUITE 110 MIAMI, FLORIDA 33144

ROBSON L DE OLIVEIRA

ARTICLE IX – AMENDMENTS

The corporation reserves the right to: amend, alter, change or repeal any provision
in these Articles of Incorporation in the manner prescribed by law, and conferred on
shareholders are subject to this reservation.

ARTICLE X – INCORPORATOR(S)

The name and street address of the incorporator is:

ROBSON L DE OLIVEIRA

8550 WEST FLAGLER STREET, SUITE 110 MIAMI, FLORIDA 33144

ARTICLE XI - BYLAWS

The corporation's board of directors is specially authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholders agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than minimum number of votes with respect to each voting groups that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by Less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action

required or permitted by law to be taken at a board of director's meeting or committee meeting may be taken without a meeting if the action is taken and consented in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 30th day of August, 2000.

REGISTERED AGENT - REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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:

PHONE CARD FACTORY. NET, INC.

- 2.) The name and address of the registered agent and office is:

ROBSON L DE OLIVEIRA

8550 WEST FLAGLER STREET, SUITE 110 MIAMI, FLORIDA 33144

SIGNATURE



TITLE:

DIRECTOR

DATE:

08/30/2000

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 MY DUTIES, AND I AM FAMILIAR WITH
AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

SIGNATURE


ROBSON L DE OLIVEIRA

DATE

08/30/00

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