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NICKLAUS & NICKLAUS
ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

H. GREGG NICKLAUS

October 27, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FILED
00 OCT 30 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs,

Enclosed please find the Articles of Incorporation and Certificate of Designation (originals and copies) for TELECOM FOX, INC.

In addition, I have enclosed a check in the amount of Eighty Seven & 50/100 (\$87.50) Dollars, for the following costs:

Filing Fee:	\$ 35.00
Registered Agent Fee:	\$ 35.00
Certificate of Incorporation:	8.75
Certified Copy of Articles of Incorporation	8.75
Total	\$ 87.50

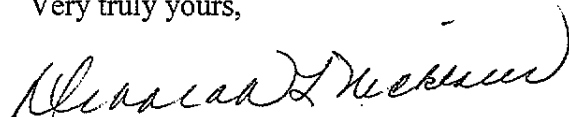
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EFFECTIVE DATE
11-01-00

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,



Deborah L. Nicklaus

DLN:dlp
Enclosures

GH 10/31

ARTICLES OF INCORPORATION

OF

TELECOM FOX, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is TELECOM FOX, INC.

SECOND: The corporation shall have perpetual existence.

THIRD: The general nature of the business to be transacted by this corporation is as follows:

To own, conduct, operate, maintain and carry on the business of buying and selling prepaid phone cards, whether retail or wholesale, and to do all things incidental and necessary to the operations of said business.

To engage in a general merchandising and manufacturing business, and to purchase, manufacture or otherwise acquire, pledge, lease, invest in, make or receive consignments or bailments of, import, export, mortgage, sell, assign and transfer, or otherwise dispose of and generally to deal in commodities and products and merchandise, goods, wares, machinery, fabrics of every description, whether natural or synthetic, printed materials, and articles of commerce, whether constituting real or personal property, of every kind, character and description whatsoever, and wheresoever situated, at any place or places in the United States of America or foreign countries throughout the world.

To act as broker, or as commercial, sales, business commission merchant, or financial agent, or otherwise, or as attorney-in-fact for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governments or governmental authorities; and to aid and assist, promote and conserve the interest of and afford facilities for the continuous transaction of business by its principals and patrons in the United States of America or in foreign countries throughout the world.

To purchase or otherwise hold, own, maintain, improve, operate, mortgage, sell, convey or otherwise, dispose of, and to lease real and personal property of every class and description in any of the states, districts or territories of the United States and in any other foreign countries, subject to the laws of such state, district, territory or country.

To purchase or otherwise acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of patents of the United States or any foreign

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country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names.

For its purposes, or any terms and without limit, to borrow or receive money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, drafts, bills or exchange and other obligations of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instruments of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

To purchase or otherwise acquire, hold, cancel, reissue, sell, resell, pledge, transfer and otherwise dispose of its own shares, so far as may be permitted by law.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the law of this state or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers, and privileges of ownership.

To make, enter into, perform and carry out contracts, agreements, and obligations of every sort and kind, which may be necessary or convenient for the business of this company or business of a similar nature, with any person, firm, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, possession or colony thereof, or any foreign government, so far as, and to the extent that, the same maybe done and performed by corporations organized under the Florida General Corporation Act.

To acquire and pay for in cash, shares or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole of any part of the obligations or liabilities of any person, firm, association or corporation.

To do all and every thing necessary or convenient for the accomplishment of the objects or purposes herein enumerated, or necessary, incidental or appropriate to the protection of the corporation.

In general, to carry on any other similar business in the connection with foregoing, and to have and exercise all the powers conferred from time to time by the laws of the State of Florida upon corporations formed under the Florida General Corporation Act and to do any or all or any of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses of this ARTICLE THIRD shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as

independent purposes, objects and powers; shall not be construed to exclude, limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict in any manner the meaning of the general terms of such clauses, or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

FOURTH: The corporation is authorized to issue a total of one hundred (100) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

FIFTH: The shareholders of the corporation shall have a preemptive right to subscribe to any or all additional issues of the stock of the corporation.

SIXTH: The street address of the initial registered office of the corporation is 6177 Sun Boulevard, #401, St. Petersburg, Florida 33715-1141, and the name of the initial registered agent at that address is Robert Scheuerer.

The address of the principal place of business of the corporation is 6177 Sun Blvd., #401, St. Petersburg, FL 33715-1141.

SEVENTH: The business and affairs of the corporation shall be managed by a Board of Directors, consisting of no less than one (1) person nor more than five (5). The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follow:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert Scheuerer	6177 Sun Boulevard, #401 St. Petersburg, FL 33715-1141	Director

EIGHT: The names and post office addresses of the officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert Scheuerer	6177 Sun Boulevard, #401 St. Petersburg, FL 33715-1141	President/Secretary

NINTH: The name and post office address of each incorporator of the Articles of Incorporation, the number of shares of the stock each agrees to take, and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Robert Scheuerer	6177 Sun Boulevard, #401 St. Petersburg, FL 33715-1141	100 shares

TENTH: The corporation shall commence its existence on November 1, 2000.

ELEVENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation have executed these Articles of Incorporation at St. Petersburg, Florida, this 27th day of October, 2000.

Robert Scheuerer
Robert Scheuerer

STATE OF FLORIDA :
COUNTY OF PINELLAS:

BEFORE ME, the undersigned authority, this day personally appeared Robert Scheuerer, who are personally known to me to be the individual who executed the foregoing Articles of Incorporation, and having by me first been duly sworn severally says that the matters set forth in said Articles are true.

WITNESS my hand and official seal this 27th day of October, 2000.

Deborah L. Perry
Notary Public
State of Florida at Large
Print Name: Deborah L. Perry
Commission Number: _____
Commission Expires: _____



CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

FILED
00 OCT 30 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is TELECOM FOX, INC.
2. The name and address of the registered agent and office of the Corporation is:

ROBERT SCHEUERER
6177 Sun Boulevard, #401
St. Petersburg, FL 33715-1141

Signed:

Robert Scheuerer

Date: October 27, 2000

HAVING BEEN NAMED AS REGISTERD 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: Robert Scheuerer

Date: October 27, 2000