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

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GLOBAL PHONECENTER, INC.

Certificate of Status	0
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Corporate Filing

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ARTICLES OF INCORPORATION  
OF  
GLOBAL PHONECENTER, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

GLOBAL PHONECENTER, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact  
all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value  
thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any  
new stock of this corporation of the same kind, class or  
series as that which he already holds, shall have the right  
to purchase his prorata share thereof (as nearly as may be  
done without issuance of fractional shares) at the price at  
which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and  
mailing office of this corporation is:

8700 N.W. 7<sup>th</sup> Avenue, Suite 100  
Miami, Florida 33150

Prepared by: Mack Samuel  
8700 N.W. 7<sup>th</sup> Avenue  
Suite 100  
Miami, FL 33150

and the name and address of the initial registered agent of  
this corporation is:

Name	Address
Mack Samuel	8700 N.W. 7 <sup>th</sup> Avenue, Suite 100 Suite 100, Miami, FL 33150

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Mack Samuel	8700 N.W. 7 <sup>th</sup> Avenue Suite 100, Miami, FL 33150

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Mack Samuel	8700 N.W. 7 <sup>th</sup> Avenue, Suite 100 Suite 100, Miami, FL 33150

#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

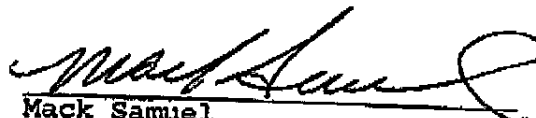
#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of November, 2000



Mack Samuel  
Subscriber and Director

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

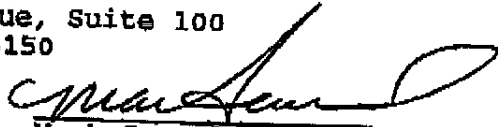
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GLOBAL PHONECENTER, INC.

2. The name and address of the registered agent and office is: MACK SAMUEL

Global PhoneCenter, Inc.  
8700 N.W. 7<sup>th</sup> Avenue, Suite 100  
Miami, Florida 33150

  
Mack Samuel

Title: President

Date: 11/17/00

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.

  
Mack Samuel

Date: 11/17/00

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TALLAHASSEE, FLORIDA

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