

DOI 000007508

January 11, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: *World Call Card, Inc.*

300003554193--4  
-01/18/01--01081--002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation to be filed for **World Call Card, Inc.**, along with my check in the amount of \$122.50 which represents the filing fee for the Articles of Incorporation.

Please file these Articles of Incorporation and return a conformed copy to this office.

If you have any questions, please advise.

Very truly yours,

*R. J. Palucci*  
ROBERT J. PALUCCI

/bsk  
enclosures

FILED  
01 JAN 18 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Feb 1/22*

**ARTICLES OF INCORPORATION**  
**OF**  
**WORLD CALL CARD, INC.**

**FILED**  
**01 JAN 18 AM 8:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of this corporation is **WORLD CALL CARD, INC.**

**ARTICLE II**

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE III**

This corporation is authorized to issue a maximum of 10 Million (10,000,000) shares of common stock. The shares of common stock authorized shall have a par value of One Cent (\$.01) per share. This corporation is authorized to issue a maximum of 5 Million (5,000,000) shares of preferred stock. The shares of preferred stock authorized shall have a par value of One Cent. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**

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

**ARTICLE V**

The initial street address of the principal office of this corporation shall be: 5300 Broken Sound Boulevard, Suite 100, Boca Raton, Florida, 33487, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI**

The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

**ARTICLE VII**

The name and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Robert J. Palucci	5300 Broken Sound Boulevard, Suite 100
President/Director/CEO	Boca Raton, FL 33487

James Riegler	5300 Broken Sound Boulevard, Suite 100
Secretary/Director	Boca Raton, FL 33487

**ARTICLE VIII**

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Robert J. Palucci	5300 Broken Sound Boulevard, Suite 100
	Boca Raton, FL 33487

**ARTICLE IX**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

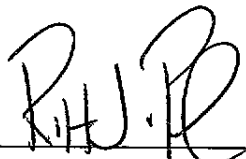
Robert J. Palucci	5300 Broken Sound Boulevard, Suite 100
	Boca Raton, FL 33487

**ARTICLE X**

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business

within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

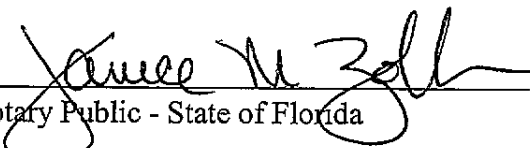
  
\_\_\_\_\_  
ROBERT J. PALUCCI  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT J. PALUCCI, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 15 day of January, 2001.

  
\_\_\_\_\_  
Notary Public - State of Florida

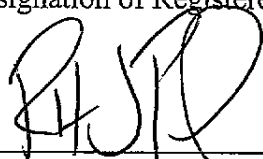
My Commission Expires



Janice M. Zollo  
Commission # CC 798167  
Expires DEC. 20, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF REGISTERED AGENT**

I, ROBERT J. PALUCCI, do hereby accept designation of Registered Agent for **WORLD CALL CARD, INC.**

  
\_\_\_\_\_  
ROBERT J. PALUCCI  
Registered Agent