

TRANSMITTAL LETTER
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SUBJECT: Phonecard Network, Inc.
(Proposed corporate name - must include suffix)

ADDITIONAL COPY REQUIRED

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 15 AM 10:16

OCT 1 6 2001

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

PHONECARD NETWORK, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 OCT 15 AM 10:16

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. It is the intent that the corporation will exist forever.

ARTICLE I - NAME

The name of this corporation is Phonecard Network, Inc. and the mailing and principal address is 1607 Osprey Bend, Weston, Florida 33327.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a nominal or par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 500.00.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase his pro-rata share of an unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 1607 Osprey Bend, Weston, Florida 33327. The initial Registered Agent of this corporation is Harvey Silverstein.

ARTICLE VII - DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name	Address	Office
Harvey Silverstein	1607 Osprey Bend Weston, Florida 33327	President
Jonathan Silverstein	755 Sunflower Circle Weston, Florida 33327	Vice Pres/Secretary/Treasurer

ARTICLE IX - INCORPORATORS

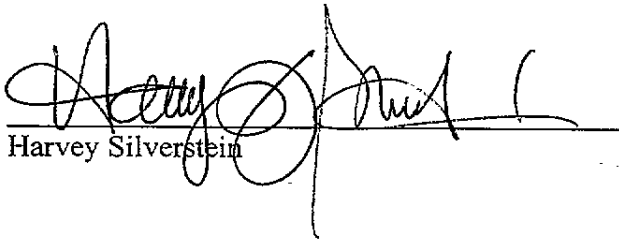
The name and address of the person signing these Articles of Incorporation is:

Harvey Silverstein, 1607 Osprey Bend, Weston, Florida 33327.

ARTICLE X - AMENDMENT

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 a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

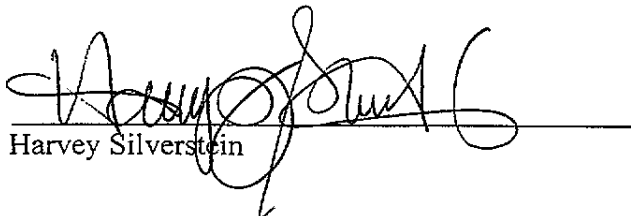
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____ day of _____, 20 _____.


Harvey Silverstein

FILED
SECRETARY OF STATE
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CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.


Harvey Silverstein