

Charter Number

P01000102897

Peter G. Huber

9100 South Dadeland Blvd. #910

Miami, FL 33156

1010B

NOTATION ONLY

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CORPORATION(S) NAME

Worldwide PhoneCARD Marketing Corp.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
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| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

of

WORLDWIDE PHONECARD MARKETING CORP.

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

WORLDWIDE PHONECARD MARKETING CORP.

The principal place of business of this corporation shall be:

3818 N.W. 77th Avenue
Hollywood, Florida 33024

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

This Document Prepared by:
Peter G. Gruber, Esquire
Peter G. Gruber, P.A.
9100 S. Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156
Florida Bar No. 252840

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ARTICLE IV

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 9100 South Dadeland Boulevard, Suite 910, Miami, Florida 33156, and the name of the initial Registered Agent of the corporation at that address is Peter G. Gruber, P.A.

ARTICLE VII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The name

and street address of the initial member of the Board of Directors is:

Gregg Spatz
3818 N.W. 77th Avenue
Hollywood, Florida 33024

ARTICLE IX

Amendments

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

ARTICLE X

By-laws

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

ARTICLE XI

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President/Secretary:

Gregg Spatz
3818 N.W. 77th Avenue
Hollywood, Florida 33024

ARTICLE XII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Gregg Spatz
3818 N.W. 77th Avenue
Hollywood, Florida 33024

ARTICLE XIII

Special Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

Effective Date

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this 19 day of October, 2001.



Gregg Spatz

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

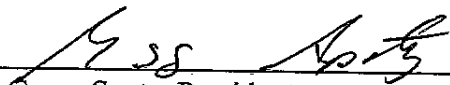
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Worldwide Phonecard Marketing Corp.**

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

PETER G. GRUBER, P.A.
9100 S. Dadeland Boulevard
One Datan Center, Suite 910
Miami, Florida 33156

Worldwide Phonecard Marketing Corp.


By: 
Gregg Spatz, President

Dated: 10-19-01

ACKNOWLEDGMENT

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.

PETER G. GRUBER, P.A.

By: 
Peter G. Gruber, Esquire

Dated: 10/22/01

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