

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN PHONE CARD ALLIANCE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
FOR
AMERICAN PHONE CARD ALLIANCE, INC.**

A Florida Corporation

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:
AMERICAN PHONE CARD ALLIANCE, INC.

ARTICLE II. ADDRESS

The corporations mailing address is:
**11077 BISCAYNE BLVD, STE 304
MIAMI, FL 33161**

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective
NOVEMBER 28TH, 2001

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and the state of Florida.

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ARTICLE V. AUTHORIZED SHARES H01000117192 4

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11077 BISCAYNE BLVD, STE 304, MIAMI, FL 33161 and the name of the corporation's initial registered agent at the address is ARMEN MERJIAN.

ARTICLE VII INITIAL BOARD OF DIRECTORS

A Board of Directors consisting of no less than 1 director(s) shall manage the corporation. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

NAME
ARMEN MERJIAN
TODD ECKSTEIN

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Fernandez, Petr & Associates
1220 NE 207th Street
Miami, FL 33179

The incorporator of the corporation assigns this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the Board of Directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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ARTICLE IX. CORPORATE OFFICERS

The corporate officers shall be as follows:

PRESIDENT/SECRETARY - ARMEN MERJIAN
V-PRESIDENT/TREASURER - TODD ECKSTEIN

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28TH day of NOVEMBER 2001.

Fernandez, Petr & Associates, Inc.

By, Virginia Petr
Virginia Petr, President

Fernandez, Petr & Associates
1220 NE 207th Street
Miami, FL 33179-2019

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That AMERICAN PHONE CARD ALLIANCE, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11077 BISCAYNE BLVD, STE 304, MIAMI, FL 33161, has named ARMEN MERJIAN as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

ARMEN MERJIAN
11077 BISCAYNE BLVD, STE 304
MIAMI, FL 33161



Peter Petr, Attorney-In-Fact
ARMEN MERJIAN
Dated: November 28, 2001

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