

**Florida Department of State**  
**Division of Corporations**  
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**To:**  
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**From:**  
 Account Name : EMPIRE CORPORATE KIT COMPANY  
 Account Number : 072450003255  
 Phone : (305) 634-3694  
 Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**telecard company, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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# ARTICLES OF INCORPORATION

OF

## TELECARD COMPANY, INC.

The undersigned incorporator, for the purposes of forming a professional corporation, under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE ONE - NAME

The name of the Corporation shall be:

TeleCard Company, Inc.

### ARTICLE TWO - PRINCIPAL OFFICE

The initial mailing address of this corporation shall be:

c/o Oliver J. Langstadt, Esq.  
815 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

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### ARTICLE THREE- GENERAL PURPOSE

The general purposes for which this corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

### ARTICLE FOUR - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is FIFTY THOUSAND (50,000) SHARES of common stock with \$1.00 par value.

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### **ARTICLE FIVE - BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

Mustafa Cesmecli  
President/Secretary/Treasurer  
Friedrichstrasse 12  
D-76646 Bruchsal  
GERMANY

### **ARTICLE SIX - INITIAL REGISTERED AGENT**

The name and address of the initial Registered Agent are:

Oliver J. Langstadt, Esquire  
815 Ponce De Leon Boulevard  
Second Floor  
Coral Gables, Florida 33134

### **ARTICLE SEVEN - INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation are:

Clemens W. Pauly  
815 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

### **ARTICLE EIGHT**

The 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.

### **ARTICLE NINE**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**ARTICLE TEN**

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

**ARTICLE ELEVEN**

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2<sup>ND</sup> day of JANUARY, 2002.

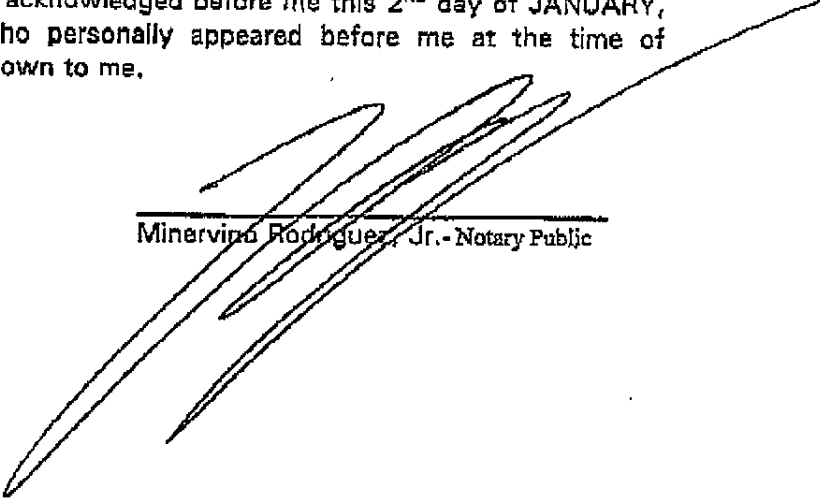


\_\_\_\_\_  
CLEMENS W. PAULY  
Incorporator

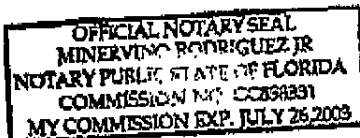
STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF MIAMI- DADE         )

The foregoing instrument was acknowledged before me this 2<sup>ND</sup> day of JANUARY, 2002, by CLEMENS W. PAULY, who personally appeared before me at the time of notarization, and who is personally known to me.

My commission expires:



\_\_\_\_\_  
Minervino Rodriguez, Jr. - Notary Public



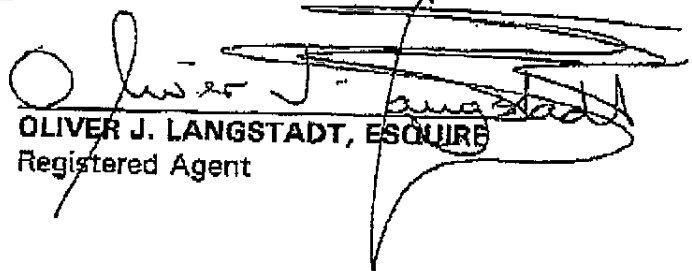
These Articles were prepared by:

Oliver J. Langstadt, Esq.  
815 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

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ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

DATED this 2 day of JANUARY, 2002.

  
 OLIVER J. LANGSTADT, ESQUIRE  
 Registered Agent

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