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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)726-0346

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FLORIDA PROFIT CORPORATION OR P.A.

FRANK'S PHONE SERVICE, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

FRANK'S PHONE SERVICE, INC.

ARTICLE I - NAME

The name of this corporation is: Frank's Phone Service, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One dollars (\$ 1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation shall be at 1118 SW 1st. Street - Miami - Fl 33130. The registered agent of this corporation shall be Francisco Quintana - - - and the street address shall be located at: 1118 SW 1st. Street - Miami - Fl 33130.

Prepared by:
Francisco Quintana
1118 SW 1 Street
Miami Fl 33130
305-343-0561

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Francisco Quintana
430 SW 32 Ave.
Miami Fl 33135

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

Francisco Quintana
430 SW 32 Ave.
Miami Fl 33135

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - CAPITAL AMOUNT

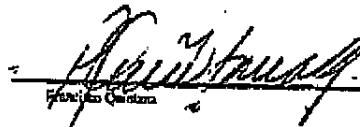
The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars
 00/100 - - - - - (\$500.00).

ARTICLE XIV - SUBSCRIBERS

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribers have executed these articles of incorporation this 28 day of January, 2002.

President

 (seal)
 Francisco Quintana

Vice President

 V-PRES NAME (seal)

Secretary

 SECRETARY NAME (seal)

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)


Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared:
 Francisco Quintana - - - - -

known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28 day of January, 2002.



Juan M. Benitez
 Commission # CC 243600
 Expires July 25, 2003
 Bonded Thru
 Atlantic Bonding Co., Inc.


 Juan M. Benitez
 NOTARY PUBLIC
 STATE OF FLORIDA AT LARGE

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designing the registers office/registered agent, in the State of Florida.

1. The name of the corporation is: Frank's Phone Service, Inc.

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

Francisco Quintana
1118 SW 1 Street
Miami Fl 33130

SIGNATURE



(Corporate Officer)

TITLE PRESIDENT

DATE January 28, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE



(Registered Agent)

DATE January 28, 2002

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