

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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PROFIT

1.) G.C.I. Canada, Inc.
(CORPORATE NAME & DOCUMENT #)

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****157.50 *****78.75

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
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(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION

OF

G.C.I. CANADA, INC.

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The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the "Corporation", hereby agree to the following:

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be **G.C.I. CANADA, INC.** and its mailing address is 2526 22nd Street North, St. Petersburg, Florida 33713.

ARTICLE II
PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of:

A. International telecommunications and Internet service for the benefit of the public and such other related business; and

B. Engaging in other lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on February 22, 2002, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida, Department of State, within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
CAPITAL STOCK

The authorized capital stock of the Corporation shall be ten thousand (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLES V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as the "Directors".

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

NAME:	ADDRESS:
Janet Caravana	2526 22 nd Street North St. Petersburg, Florida 33713
Charles P. Caravana	2526 22 nd Street North St. Petersburg, Florida 33713

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than two (2).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

Section 5. Meetings of the Board of Directors may occur in person, by telephone or video conference, or may consist of written actions in lieu of an actual physical meeting. Any written action, or any other consent or waiver to be executed by any Director shall be deemed effective if a facsimile transmission copy, or other reasonably authoritative written consent, waiver or ratification is received by the Secretary of the Corporation in the offices of the Corporation.

ARTICLE VII NO CUMULATIVE VOTING

At no election of Directors shall any shareholder entitled to vote at such election have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE VIII BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE X
REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 2526 22ND STREET NORTH, ST. PETERSBURG, FLORIDA 33713.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be CHARLES P. CARAVANA.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator is:

NAME:
Charles P. Caravana

ADDRESS:
2526 22nd Street North
St. Petersburg, Florida 33713

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on the 21st day of February, 2002.

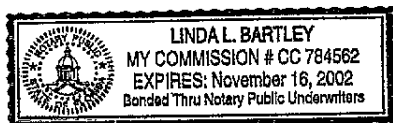


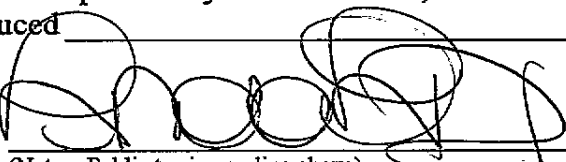
CHARLES P. CARAVANA

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of February, 2002, by **CHARLES P. CARAVANA**, who ☒ is personally known to me, or ☐ has produced a Florida driver's license, or ☐ has produced _____ for identification.

My commission expires:



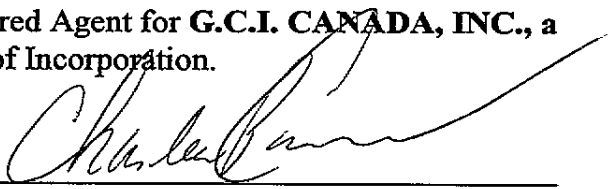


(Notary Public to sign on line above)
LINDA L. BARTLEY

(Notary Public to print name on line above)

ACCEPTANCE

I HEREBY accept to as the initial Registered Agent for **G.C.I. CANADA, INC., a Florida corporation**, as stated in these Articles of Incorporation.



CHARLES P. CARAVANA

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