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FLORIDA PROFIT CORPORATION OR P.A.

INTERNATIONAL CALLING CARD SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 27, 2002

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SUBJECT: INTERNATIONAL CALLING CARD SYSTEMS, INC.
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

(4)

ARTICLES OF INCORPORATION

H 02000044266 of

International Calling Card Systems, Inc
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

International Calling Card Systems, Inc

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10 (ten) Million shares (10,000,000) of 0 Dollar(s) (\$ 0) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>George G. Levin</u>		
ADDRESS	<u>100 Bay Colony Lane</u>		
CITY	<u>Fort Lauderdale</u>	FLORIDA	ZIP <u>33308</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>International Calling Card Systems Inc</u>		
ADDRESS	<u>100 Bay Colony Lane</u>		
CITY	<u>Fort Lauderdale</u>	FLORIDA	ZIP <u>33308</u>

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	George G. Levin		
ADDRESS	100 Bay Colony Lane		
CITY	Fort Lauderdale	STATE	Florida
			ZIP 33308
NAME			
ADDRESS			
CITY		STATE	
			ZIP
NAME			
ADDRESS			
CITY		STATE	
			ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	George G. Levin		
ADDRESS	100 Bay Colony Lane		
CITY	Fort Lauderdale	STATE	FL
			ZIP 33308
NAME			
ADDRESS			
CITY		STATE	
			ZIP
NAME			
ADDRESS			
CITY		STATE	
			ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of February, 2002

George G. Levin (Seal)
 _____ (Seal)
 _____ (Seal)

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**CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

International Calling Card Systems Inc
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 100 Bay Colony Lane
Fort Lauderdale, Florida 33308

has named George G. Levin

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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