

R-11-03 FAX 01/04 PM

Division of Corporations

FAX NO

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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

apl PHONE CARDS, INC.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
api PHONE CARDS, INC.**

The undersigned, as incorporator, hereby forms a corporation with the meaning of the applicable provisions of Chapter 607, Florida Statutes:

ARTICLE I
NAME

The name of the corporation is api PHONE CARDS, INC. (the "Corporation")

ARTICLE II
DURATION

The Corporation shall exist commencing on the date of filing of these Articles of Incorporation with the Florida Secretary of State, and the Corporation's existence shall be perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a corporation under the laws of Florida.

ARTICLE IV
PLACE OF PRINCIPAL OFFICE

The mailing address and the street address of the Corporation's principal office is: 118 SE Atlantic Drive, Lantana, Florida 33462.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company is Matthew G. Schindel, Esq. The street address of the initial registered agent of the Company is: c/o Broad and Cassel, One North Clematis Street, Suite 500, West Palm Beach, Florida 33401.

ARTICLE VI
CAPITAL STOCK

The Corporation is authorized to issue 5,000,000 shares of common voting stock with a par value of \$.001 per share.

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ARTICLE VII
DIRECTORS

The Corporation shall have an initial Board of Directors consisting of one (1) Director.
The initial Director of the Corporation is:


Alex L. Papas	118 SE Atlantic Drive, Lantana, Florida 33462
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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Alex L. Papas	118 SE Atlantic Drive, Lantana, Florida 33462
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The undersigned executed these Articles of Incorporation on the 10th day of April, 2003.



Alex L. Papas, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, and being familiar with the obligations of that position, 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.



Matthew G. Schindel, Esq.

Dated: April 10, 2003

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