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From: Account Name : RAFFERTY, GUTIERREZ, SANCHEZ-ABALLI, STOLZENBERG & GE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
ADVANCE TELECARD ALLIANCE, INC.

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RAFFERTY, GUTIERREZ & SANCHEZ ABALLI

TEL: 305 373 2735

P. 002/005

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**ARTICLES OF INCORPORATION
OF
ADVANCE TELECARD ALLIANCE, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal office of this Corporation shall be:

ADVANCE TELECARD ALLIANCE, INC.

5366 S.W. 33rd Way
Fort Lauderdale, Florida 33312

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Keith H. Stolzenberg, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have four (4) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street address of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Migdalia Eaton	5366 S.W. 33 rd Way Fort Lauderdale, Florida 33312
Gene Krichevsky	2770 Walters Avenue Northbrook, Illinois 60062
Simon Barbier	2306 Magnolia Ct. East Buffalo Grove, Illinois 60089
Irina Volchkov	623 Portsmouth Place Wheeling, Illinois 60090

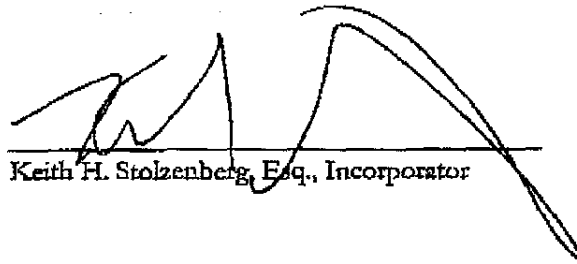
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ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Keith H. Stolzenberg, Esq.	1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 14 day of April, 2003.

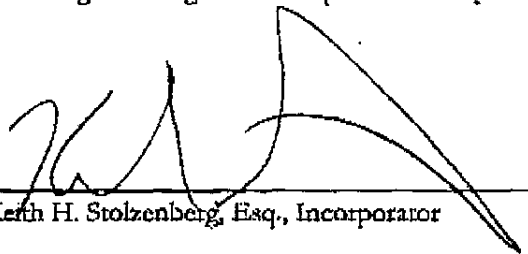


Keith H. Stolzenberg, Esq., Incorporator

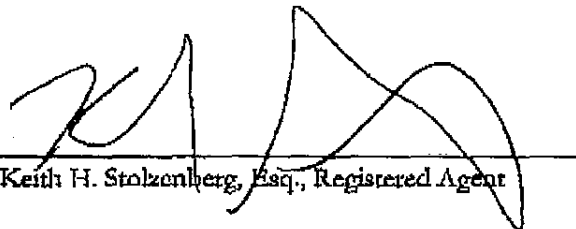
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**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ADVANCE TELECARD ALLIANCE, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named Keith H. Stolzenberg, Esq., located thereat as its registered agent to accept service of process within this state.

By: 
Keith H. Stolzenberg, Esq., Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Keith H. Stolzenberg, Esq., Registered Agent

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