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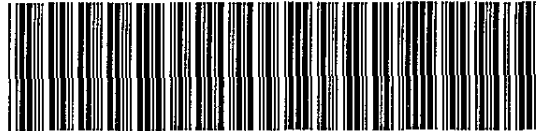
(Business Entity Name)

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 (850) 878-0188

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PHONECIAN CORPORATION
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PHONECIAN CORPORATION**

ARTICLE I

NAME

The name of the corporation is PHONECIAN CORPORATION

ARTICLE II

ADDRESS

The mailing address and principal office of the corporation is 328 Crandon Boulevard, Suite 221-C, Key Biscayne, Florida 33149.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

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ARTICLE V

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand (1,000), with each such share having a par value of One Dollar (\$1.00) for an aggregate par value of One Thousand Dollars (\$1,000). The stock of the Corporation shall be issued in two (2) classes: Class A and Class B with each class of stock representing fifty percent (50%) of the equity. Class A and Class B shares shall have identical dividend rights. The board of directors may determine the preferences, limitations and relative rights of all classes of stock.

ARTICLE VII

DIRECTOR

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Adib E. Chartouni
328 Crandon Boulevard, Suite 221-C
Key Biscayne, Florida 33149

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Andrea Darling de Cortés, Esq.
Richards & Polansky, P.A.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 14th day of April 2003.

WORLD CORPORATE SERVICES, INC.
a Florida corporation

By: Timothy D. Richards
Timothy D. Richards, President

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 14th day of April 2003.

By: Andrea Darling de Cortes
Andrea Darling de Cortes, Esq., Incorporator