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STATE
TALLAHASSEE, FLORIDA

OB 10/27

WALTERS
LEVINE
BROWN
KLINGENSMITH
& THOMISON ^{PA.}
ATTORNEYS AT LAW

October 16, 2003

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of Universal Prepaid Telephone Services, Inc.


Dear Sir/Madam:

We are enclosing an original and one copy of Articles of Incorporation including Acceptance of Service as Registered Agent for filing on behalf of the above-referenced corporation. A check in the amount of \$70.00 to cover the filing fees for the Articles and the Acceptance of Service is also enclosed.

Please file the original document and return a file stamped copy to us in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,


Linda Moody, Legal Assistant to
James E. Thomison, Esquire

JET/lm
Enclosures

ELINOR E. BAXTER
HEATHER A. BRADLEY
JOHN E. BROWN*
CINDY H. FORD
H. JACK KLINGENSMITH
STUART JAY LEVINE
JAMES E. THOMISON***
JOEL W. WALTERS****†
ALAN F. GONZALEZ, L.L.M.
of Counsel

* Board Certified Real Estate Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator
† Board Certified Business Litigation

EMAIL:

jthomison@walterslevine.com

ARTICLES OF INCORPORATION
OF
UNIVERSAL PREPAID TELEPHONE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Universal Prepaid Telephone Services, Inc.

ARTICLE II

Nature of Business

The corporation is organized as a for profit corporation under Chapter 607, Florida Statutes, for the following purposes:

- (a) To provide or arrange for the provision of telephone services; and
- (b) To engage in any other lawful business authorized pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

Capital Stock

This corporation is authorized to issue up to 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236 and the name of its initial registered agent at such address is James E. Thomison.

ARTICLE V

Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time in accordance with the bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

C. Edward Olsen
16342 Boyce Drive
Bokeelia, Florida 33922

Jesse Samberg
46 Chalbun Road
Redding, Connecticut 06896

ARTICLE VI

Officers

The names of the officers of this corporation are as follows:

C. Edward Olsen 16342 Boyce Drive Bokeelia, Florida 33922	President
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Jesse Samberg 46 Chalbun Road Redding, Connecticut 06896	Vice President and Secretary-Treasurer
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ARTICLE VII

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

James E. Thomison

1515 Ringling Boulevard, Suite 900
Sarasota, Florida 34236

ARTICLE VIII

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

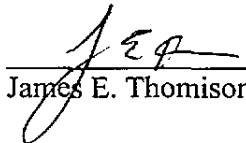
16342 Boyce Drive
Bokeelia, Florida 33922

ARTICLE IX

Amendment

These articles of incorporation may be amended in the manner provided by law.

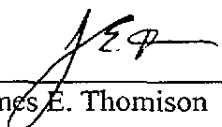
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on October 16, 2003.


James E. Thomison

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, James E. Thomison, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 16 day of October 2003.


James E. Thomison

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STATE
TALLAHASSEE, FLORIDA