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TALLAHASSEE, FLORIDA

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gc 11/12

Issa Asad
16550 NW 10th Avenue
Miami, FL 33169

October 24, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: NEC PREPAID INC.

I have enclosed an original copy of the Articles of Incorporation for NEC PREPAID INC. and a check in the amount of \$78.75 payable to the Division of Corporations.

Also enclosed please find a Registration of Fictitious Name for XLTEL, which will be a DBA of NEC and a check in the amount of \$50.00 payable to the Division of Corporations.

Please send a certified copy of the Articles of Incorporation to:

Issa Asad
16550 NW 10th Avenue
Miami, FL 33169

Thank you for your cooperation with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Issa Asad', with a large, stylized loop at the end.

Issa Asad

Enclosure

**ARTICLES OF INCORPORATION
OF
NEC PREPAID INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

NEC PREPAID INC.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

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

Issa Asad
16550 NW 10th Avenue
Miami, FL 33169

The principal address is the same.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 24th day of October 2003.

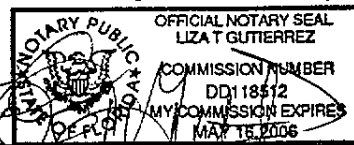

Issa Asad, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI- DADE)

BEFORE ME, a Notary Public, personally appeared Issa Asad, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this ~~24th day of October 2003.~~

10th day of November, 2003




NOTARY PUBLIC
State of Florida at Large

My Commission Expires: *5/16/06*

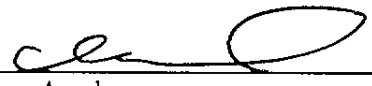
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That NEC PREPAID INC., desiring to organize under the laws of the State of Florida, has named Issa Asad 16550 NW 10th Avenue, Miami, FL 33169 as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Issa Asad

Date: 10/28/03

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TALLAHASSEE, FLORIDA