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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

FLORIDA PROFIT CORPORATION OR P.A.

PG Phone Cards Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

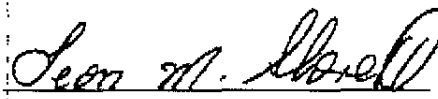
PG Phone Cards Inc.

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: PG Phone Cards Inc.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares at no par value and of one class.
5. The principal address and mailing address of the corporation will be 5671 NW 112 Avenue, Miami, Florida 33178
6. The address of the initial registered office will be 5671 NW 112 Avenue, Miami, Florida 33178 and the name of its registered agent at such address is: Pappu Gandhi
7. The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as member thereof is as follows: Pappu Gandhi, 5671 NW 112 Avenue, Miami, Florida 33178
8. The name and address of the sole incorporator is:
Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this 22ND day of January, 2004.



Jean M. Sherett
Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC10013
(212) 431-5000

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I, the undersigned, hereby accept appointment as Registered
Agent of *PG Phone Cards Inc.*, the above named corporation.

Dated: January 22ND, 2004.


By: Rappu Gandhi
Its: Agent

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Blumberg Excelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212) 431-5000

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