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(Requestor's Name)

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(City/State/Zip/Phone #)

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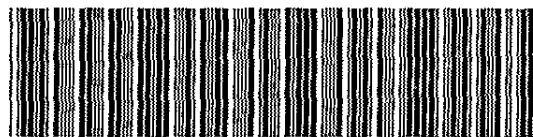
(Business Entity Name)

(Document Number)

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THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

JAY R. BESKIN
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STEVEN W. DEUTSCH
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ROBERT T. SLATOFF
STEVEN A. WEINBERG

April 30, 2004

VIA UNITED STATES POSTAL SERVICE

Division of Corporations
Corporate Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

**RE: AMERICAN PAY PER CALL, INC.
OUR FILE NO: 10303.002
COMBINED PAY PER CALL, INC.
OUR FILE NO: 10303.003**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporate entities, together with this Firm's checks in the sum of \$78.75 each, representing the filing fee plus the cost of a certified copy.

Kindly return proof of filing to the undersigned at your earliest opportunity.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact us.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.

STEVEN A. WEINBERG, ESQUIRE
For the Firm

SAW/lwc
enclosures
Division of corporations.ltr1

**ARTICLES OF INCORPORATION
of
AMERICAN PAY PER CALL, INC.**

In compliance with Chapter 807 and/or Chapter 621, F.S. (Profit)

**ARTICLE I
NAME**

The name of the corporation shall be **AMERICAN PAY PER CALL, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business / mailing address is **667 Ocean Boulevard, Golden Beach, Florida 33160.**

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is to engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV
SHARES**

The number of shares of stock is **100**, having a par value of **\$1.00** per share.

**ARTICLE V
INITIAL OFFICERS/DIRECTORS**

The name, address and title of the initial Directors of the corporation are:

MICHAEL PARDES
President, Treasurer, Director

667 Ocean Boulevard
Golden Beach, Florida 33160

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

TED LIEBOWITZ **110 Anchorage Road**
Vice President, Secretary, Director **Hewlett Bay Park, New York 11557**

ARTICLE VI
REGISTERED AGENT

The name and Florida street address of the Registered Agent is:


STEVEN A. WEINBERG **Frank, Weinberg & Black, P.L.**
 7805 SW Sixth Court
 Plantation, Florida 33324

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is:

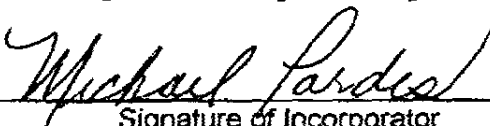
MICHAEL PARDES **667 Ocean Boulevard**
 Golden Beach, Florida 33160

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Steven A. Weinberg

Signature of Registered Agent

4/26/04
Date


Michael Pardes

Signature of Incorporator

4/26/04
Date