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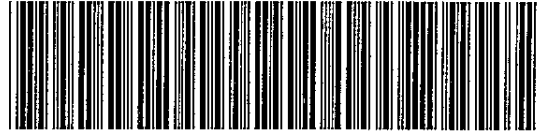
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 13 PM 2:06

W04-18694

George L. Clapham

301 North Ferncreek Avenue

Orlando, Florida 32803

(407) 898-7123

Fax (407) 898-7124

Email Address: Gclap@aol.com

May 10, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Phone2Save Telecommunications, Inc.

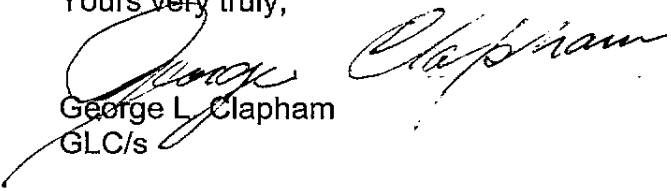
Dear Sir/Madam,

Enclosed are the following:

1. The original and one copy of the Articles of Incorporation of .
2. My check for \$78.75, as the filing fee, designation of resident agent, and one certified copy of the corporate charter and articles of incorporation.

Please process this matter and return the certified copy of the articles of incorporation to me at the captioned address.

Yours very truly,


George L. Clapham
GLC/s

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**ARTICLES OF INCORPORATION OF
PHONE2SAVE TELECOMMUNICATIONS, INC.**

Article I - Name

The name of this Corporation is Phone2Save Telecommunications, Inc.

Article II - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

Article III - Capital Stock

This Corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2731 Grantham Court, Orlando, FL 32835, and the name of the initial registered agent of this Corporation at that address is Mohammad Faheem Qureshi.

Article V - Initial Board of Directors

This corporation shall have at least one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and post office address of the initial director(s) of this Corporation is/are:

1. Mohammad Faheem Qureshi
5170 Millinea Blvd. #108
Orlando, FL 32839
2. Mohammad Rais Qureshi
4757 Cason Cove Drive
Orlando, FL 32811
3. Mohammad Kalam
2760 Hudson Avenue
Corona, CA 92881
4. Mohammad Aslam Khan
13539 Hawkeye Drive
Orlando, FL 32837

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Article VI - Incorporator

The name and street address of the person(s) signing these Articles of Incorporation is/are:

1. Mohammad Faheem Qureshi
5170 Millinea Blvd. #108
Orlando, FL 32839

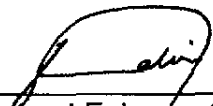
Article VII - Address of Principal Office

The principal office of the corporation and its mailing address is 5170 Millinea Blvd. #108, Orlando, FL 32839.

Article VIII - Resident Agent

The company's initial resident agent is Mohammad Faheem Qureshi, whose mailing address is 5170 Millinea Blvd. #108, Orlando, FL 32839.

WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation May 10, 2004.



Mohammad Faheem Qureshi

ACCEPTANCE OF RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Phone2Save Telecommunications, Inc.



Mohammad Faheem Qureshi

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