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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

DIRECTXCONNECT PREPAID, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 16, 2004

FAS-T CORP. AGENTS, INC.

SUBJECT: DIRECTEXCONNECT PREPAID, INC.
REF: W04000027191

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Dale White
Document Specialist
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FAX Aud. #: R04000146659
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ARTICLES OF INCORPORATION
OF

Directxconnect Prepaid, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Directxconnect Prepaid, Inc.

The principal place of business of this corporation shall be:

5775 Collins Avenue Apt 1003
Miami Beach, FL 33140

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1000 shares
\$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is (are):

Joseph A. De Stephan
Officer
5775 Collins Avenue PH 6
Miami Beach, FL 33140

Sylvain Vaillancourt
Officer
5775 Collins Ave #1003
Miami Beach, FL 33140

Timothy J. Ganley
Officer
440 Meder Street
Santa Cruz, CA 95001

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are):

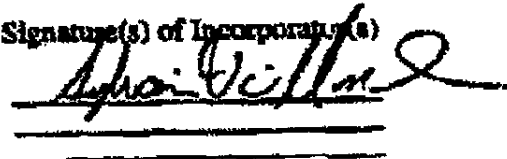
Joseph A. De Stephan
5775 Collins Avenue PH 6
Miami Beach, FL 33140

Sylvain Vaillancourt
5775 Collins Ave #1003
Miami Beach, FL 33140

Timothy J. Ganley
440 Meder Street
Santa Cruz, CA 95001

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed these Articles of Incorporation this 15 day of
July, 2004.

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Directxconnect Prepaid, Inc.

2. The name and address of the registered agent and office is:

5775 Collins Ave Apt 1003 SYLVAIN VAILLANCOURT
(P.O. BOX NOT ACCEPTABLE)

Miami Beach, FL 33140
(CITY/STATE/ZIP)

SIGNATURE

TITLE Officer

DATE

HAVING BEEN NAMED 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

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