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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP      ☐ WAIT      ☐ MAIL

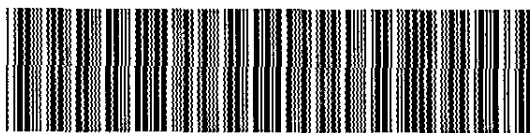
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF INVESTIGATION

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**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. FREE-PHONES. USA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2-00 ☒ Certified Copy.  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FREE-PHONES USA, INC.

ARTICLE I

The name of this corporation shall be:

FREE-PHONES USA, INC.

ARTICLE II

This corporation may engage in the transaction of any or all-lawful business under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation at any time is 1000 shares of \$ 1.00 par value each.

ARTICLE IV

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the stockholders there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.

#### ARTICLE VI

The principal office of this corporation shall be located at: 15649 SW 88 Street, Miami, FL 33196.-----  
with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

#### ARTICLE VII

The initial registered office of this corporation shall be at: 15649 SW 88 Street, Miami, FL 33196.-----  
The initial registered agent at such address shall be:

Sarkis Kaakdjian

#### ARTICLE VIII

This corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

#### ARTICLE IX

The name and addresses of the First Board of Directors who shall hold office until the first annual meeting of shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

Sarkis Kaakdjian  
1865 Brickell Ave. # A-1214, Miami, FL 33129.

Cesar Youkhadar  
7200 NW 114 Ave. apt. 102, Miami, FL 33178.

## ARTICLE X

The name and address of the subscriber is:

Sarkis Kaakdjian  
1865 Brickell Ave. # A-1214, Miami, FL 33129.

## ARTICLE XI

The By-laws of this corporation may be created, amended, changed, or replaced by either the stockholders or the Directors of the corporation at any duly scheduled special meeting called for that purpose.

## ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit, or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him being or having been a director of the corporation (whether or not he or she is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this July 23<sup>rd</sup>, 2004.

  
Subscriber  
Incorporator.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA; NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT: FREE-PHONES USA, INC.-----  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA; WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF:  
MIAMI, STATE OF FLORIDA; HAS NAMED

Sarkis Kaakdjian  
15649 SW 88 Street, Miami, FL 33196.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.-----

SIGNATURE: \_\_\_\_\_

(SUBSCRIBER)

DATE: July 23<sup>rd</sup>, 2004.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
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FILED

HAVING BEEN NAMED TO ACCEPTS 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.

SIGNATURE: \_\_\_\_\_

(RESIDENT AGENT)

DATE: July 23<sup>rd</sup>, 2004. ...