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Department of State Division of Corporations P.O. Box 6327 Tallahassee, Fl. 32314

SUBJECT: Caribbean PayPhone Services, Inc.

Enclosed are the original and one (1) copy of the Articles of Incorporation and a check for \$ 87.50 to cover the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

Total \$87.50

From: Caribbean PayPhone Services, INC.

2413 Abby Drive, Suite 104 Kissimmee, Florida 34741

ARTICLES OF INCORPORATION

OF

CARIBBEAN PAYPHONE SERVICES, INC.

ARTICLE I - NAME

The name of this corporation is: CARIBBEAN PAYPHONE SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal mailing address and place of business initially shall be: 2413 Abby Drive, Suite 104 Kissimmee, FL. 34741

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States, and the State of Florida.

ARTICLE IV - SHARES

This corporation is authorized to issue One Thousand shares of One and No/100 (\$1.00) Dollar par value common stock.

ARTICLE V - INITIAL OFFICERS AND BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are Jose L. Ortiz of 2413 Abby Drive, Suite 104 Kissimmee, FL 34741, Raymond Ortiz of 2413 Abby Drive, Suite 104 Kissimmee, FL 34741, and Cindy Ortiz of 2413 Abby Drive, Suite 104, Kissimmee, FL 34741.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this comoration is Jose L. Ortiz whose address is 2413 Abby Drive, Suite 104 Kissimmee, FL 34741.

ARTICLE VII - INCORPORATOR

The names of the Incorporators are:

Jose L. Ortiz - President

Raymond Ortiz - Vice-President Cindy Ortiz - Treasurer

ARTICLE VIII - BEGINNING OF CORPORATE EXISTENCE

This corporation shall begin its corporate existence on the day these articles are filed with the State of Florida. Secretary of State.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated have executed these Articles of Incorporation, this July 22, 2004.

Jose L. Ortiz

Raymond Or

Cindy Ortiz

STATE OF FLORIDA)

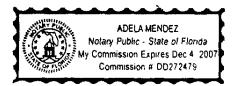
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COUNTY OF DADE

BEFORE ME, the undersigned Notary Public, personally appeared Jose L. Ortiz, Raymond Ortiz and Cindy Ortiz known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and the acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, This July 22, 2004

Notary Public
State of Florida, at Large



CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

Caribbean PayPhone Services, Inc. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of OSCEOLA, named Jose L. Ortiz of 2413 Abby Drive, Suite 104 Kissimmee, FL. 34741 as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of Caribbean PayPhone Services, Inc. to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby agree to act in the capacity of Registered Agent for said Corporation and agree to comply with the applicable provisions of the Florida Statutes.

July 22, 2004,

Jose L. Ortiz Registered Agent