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Division of Corporations Page 1 of 1

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Florida Department of State
Division of Corporations
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From:
Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
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FLORIDA PROFIT CORPORATION OR P.A.

Just Phones Inc.

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Articles Of Incorporation
Of
Just Phones Inc.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Just Phones Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be January 6, 2005.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is TEN THOUSAND (1,000) SHARES of capital stock, \$.01 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is THREE (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Franklin Hirst
2134 North Bay Hills Blvd
SAFETY HARBOR, FL 34695

James Senior
2134 North Bay Hills Blvd
SAFETY HARBOR, FL 34695

Jeff Grau
7253 North Bay St
St. Petersburg, FL 33703

SEVENTH: The name and address of the incorporator is:

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Franklin Hirst
2134 North Bay Hills Blvd
SAFETY HARBOR, FL 34695

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Franklin Hirst
2134 North Bay Hills Blvd
SAFETY HARBOR, FL 34695

NINTH: The mailing address and principal office of the corporation is:

Just Phones Inc.
2134 North Bay Hills Blvd
SAFETY HARBOR, FL 34695

TENTH: The initial officers of the corporation are:

Franklin Hirst	President
2134 North Bay Hills Blvd	
SAFETY HARBOR, FL 34695	

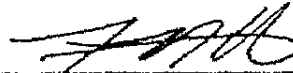
James Senior	Vice President
2134 North Bay Hills Blvd	
SAFETY HARBOR, FL 34695	

Jeff Grau	Vice President
7253 North Bay St	
St. Petersburg, FL 33703	

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DATED: January 13, 2005



Franklin Hirst
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



Franklin Hirst

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