COMPONATION INFORMATIO Sensicis, Inc. 1201 HAYS STREET TALLAHASSEL, FL 12301 9/14/222/9171 904-222-0391 FAX

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DIVISION OF CORPORATION

MAIL TO: P.O. Box 5828 TAILAHASSIT, TL 32314

ACCOUNT NO. : 072100000032

REFERENCE 1 571295

8690A

COST LIMIT : 9 78.75

ORDER DATE: January 26, 1993

ORDER TIME: 1:56 PM

1000001392021

ORDER NO. : 531295

CUSTOMER NO:

8690A

CUSTOMER: Alan B. Schneider, Esq BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

DOMESTIC FILING

000007468

NAME:

COLLEGIATE PHONE CARDS, INC.

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

The 1-30-95

FILED 95 JUN 27 M 8 43 ALLA JANGET 1914

ARTICLES OF INCORPORATION

OF

COLLEGIATE PHONE CARDS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: COLLEGIATE PHONE CARDS, INC.

The address of the principal office of this corporation shall be 2901 Clint Moore Road, Boca Raton, Florida 33496 and the mailing address of the corporation shall be C/O Bedsow, Korn & Kan, P.A., Post Office Box 8020, Hallandale, Florida 33008.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is Richard C. Wolfe, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Melissa Warman Dir. 2901 Clint Moore Road Boca Raton, Florida 33496

Robert Davimos Dir. 8189-A Thames Boulevard Boca Raton, Florida 33433

Roy Anthony Sciacca Dir.

1968 Lake Worth Road, Suite 604 Lake Worth, Florida 33461

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Melissa Warman 2901 Clint Moore Road Pres. Boca Raton, Florida 33496

Robert Davimos 8189-A Thames Boulevard V.Pres. Boca Raton, Florida 33433

Roy Anthony Sciacca 1968 Lake Worth Road, Suite 604 Sec./Treas. Lake Worth, Florida 33461

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc. 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporatio Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on January 27, 1995.

CORPORATION INFORMATION SERVICES, INC.

Tts Agent, Karen B. Rozar

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ACCEPTANCE OF REGISTERED ACENT DESIGNATED IN THE ARTICLES OF INCORPORATION

RICHARD C. WOLFE, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

COLLEGIATE PHONE CARDS, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Richard C. Wolfe, Esquire

BEDZOW, KORN & KAN, P. A.

ATTORNEYS AT LAW
SUITE 200
20003 BISCAYNE BOULEVARD

AVENTURA, FLORIDA 33180 TELEPTIONE (305) 935-6888

P9500007468

REPLY TO P.O. BOX 1039 HALLANDALE, FLORIDA DUR

(BROWARD) (305) 523-6001

THEORIERS
MAIN (305) 936-9502
REAL ESTATE (305) 932-6043

LIDIGATION (305) 936-2795

ALAN J. KAN (1947 - 1994)

February 15, 1995

Florida Department of State 409 East Gaines Street Tallahassee, Florida 32399

MICHAEL BEDZOW

DARY A. KIWN

GARY L. BROWN

PAUL R. LIPTON GLORGE A. MINSKI

RICHARD C. WOLFT

REBECCA S. TRINKEL R

ALAN B. SCHNEIDER NEAL B. LECHTNER

DAVID C. JACOBSON JENNIER LEVIN

SHELLEY L. HERKOWITZ

NEAL L. SKLAR

Re: Collegiate Phone Cards, Inc., a Florida corporation (the "Corporation")

Our File No: 3368.2

Gentlemen and/or Madam:

Please be advised that the undersigned represents the above-referenced Corporation and Richard C. Wolfe, Esq. of our office serves as the registered agent of the Corporation. This letter is to advise you that the mailing address of the Corporation should be changed to: Northern Trust Building, 301 Yamato Road, Suite

19, Boca Raton, Florida 33431 and the principal office of the Corporation should be the same. Also, the mailing address of Melissa Warman should be changed to: Northern Trust Bank, 301 Yamato Road, Suite 4199, Boca Raton, Florida 33431 and the mailing address for Robert Davimos should be changed to: 415 Southwest 17th Street, Boca Raton, Florida 33432.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please let us know.

For the Firm

ABS/rtc Enclosures

ce: Melissa Warman Robert Davimos

ABS/3368-2/32998.01/mc

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