

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYES STREET
TALLAHASSEE, FL 32304
904 222 9171
904 222 0191 FAX

800-342-8086

csc networks

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 553019 95306A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 3, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 553019

CUSTOMER NO: 95306A

CUSTOMER: Mr. Sherry L. Erb
H. GREG LEE, PA

2014 Fourth Street

Sarasota, FL 34237

DOMESTIC FILING

NAME: PENCOM CORPORATION, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

3/10/95 14:20:19
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TALLAHASSEE, FL
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ARTICLES OF INCORPORATION OF
PENCOM CORPORATION, INC.

THE UNDERSIGNED, each with the capacity to contract, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

ARTICLE 1. NAME AND ADDRESS

The name of this corporation shall be PENCOM CORPORATION, INC., and the principal office of the corporation shall be 713 S. Orange Avenue, Suite A, Sarasota, Florida 34236.

ARTICLE 2. DURATION

The date of commencement of corporate existence shall be the same date as the date the Articles of Incorporation are filed, and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of manufacturing and sale of prepaid calling cards; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental

thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.011 of the Act.

ARTICLE 4. STOCK

The corporation shall have authority to issue 7500 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5. PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property.

Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 713 S. Orange Avenue, Suite A, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at such address is Donald L. Pender.

ARTICLE 7. DIRECTORS

The initial Board of Directors shall consist of two (2) members. The

names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald L. Pender	4621 Ashberry Drive Sarasota, Fl 34234
Eugene R. Pender, Sr.	4385 Winners Cir., #1111 Sarasota, Fl 34238

ARTICLE 8. INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald L. Pender	4621 Ashberry Drive Sarasota, Fl 34234
Eugene R. Pender, Sr.	4385 Winners Cir., #1111 Sarasota, Fl 34238

ARTICLE 9. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.


9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

9.4 Compensation of Directors. The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any

other capacity and receive compensation therefrom in any form.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, on the dates and places indicated below.


DONALD L. PENDER


EUGENE R. PENDER, SR.

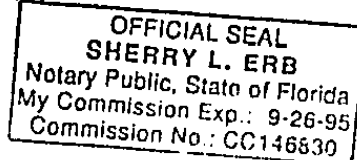
STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared DONALD L. PENDER, to me known to be the person described in or who produced Drivers License as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of March, 1995.


NOTARY PUBLIC

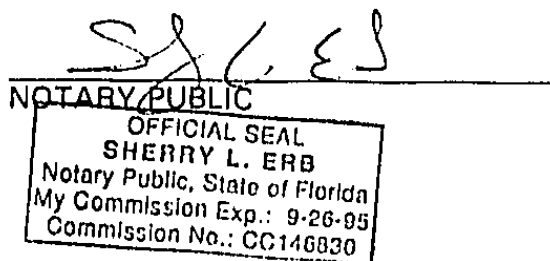
My Commission Expires:
My Commission Number Is:



STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared EUGENE R. PENDER, SR., to me known to be the person described in or who produced Drivers license as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of March, 1995.



My Commission Expires:
My Commission Number Is:

I have been designated as Registered Agent in the above Articles. I comply with the provisions of all statutes relative to the proper performance of my duties and simultaneously, I hereby accept the appointment as Registered Agent.

Donald L. Pender
DONALD L. PENDER