

CORPORATION INFORMATION
SERVICES, INC.
1204 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

CSC networks

P95000020053

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

ACCOUNT NO. : 072100000032

REFERENCE : 558586 127704A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : March 10, 1995

ORDER TIME : 11:05 AM

ORDER NO. : 558586

500001426785

CUSTOMER NO: 127704A

CUSTOMER: Thomas D. Waldron, Esq
THOMAS D. WALDRON, ESQ

Suite 205
1600 Eaugallie Boulevard
Melbourne, FL 32935

DOMESTIC FILING

NAME: KALLMART TELECOM, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

R95-72
Dmc
3/13/95

FILED
MAR 10 11:30
TALLAHASSEE
STATE OF FLORIDA

ARTICLES OF INCORPORATION
OF

KallMart TeleCom, Inc.

FILED
95 MAR 10 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **KallMart Telecom, Inc.**

ARTICLE. II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be upon the filing of this instrument in the office of the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

Development and operation of an international telecommunications phone company.

To purchase, or in any way acquire for investment or for sale or otherwise, any business, assets of a business, contracts for the purchase or sale of any business or the assets thereof, and any other property of any kind or any interest therein, whether such is a going concern or not, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon any business or the assets thereof in connection with the acquisition of such or continuing operation of the same, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal, to act as a consulting firm and provide managerial skills and expertise to any business, whether owned by the corporation or not; to render advice and assistance on any subject which, in the opinion of the Board of Directors of the corporation, the corporation and its personnel are qualified to render, and to receive compensation for or pay for the same in cash, stock or bonds or otherwise.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest, trade in, deal in and with, goods, wares,

merchandise, real and personal property, and services of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, and have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required.

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, condominiums, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, reissue and otherwise deal in its

own capital stock, bonds, debentures and other forms or evidence of indebtedness and those of other persons, firms and corporations.

To engage in any and every other business, occupation, and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Florida, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Florida, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and generally to do any and all such acts as may be necessary, proper or convenient in carrying out or to accomplish the general purposes for which said corporation is formed.

Without in anywise limiting the generality of the foregoing, to purchase, sell or otherwise deal in any manner whatsoever in any and all other property of any nature whatsoever customarily incident to or connected with any of the foregoing.

To have, exercise and enjoy all of the powers, general and special, of like corporations as now or hereafter may be provided by law, and to do and perform all such other acts and things as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named or any business or acts auxiliary thereto or connected therewith.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the purposes or objects herein enumerated which shall at any time appear conducive or expedient for the protection or benefit of this corporation either as holders or parties interested in any property, and in general to carry on any business, it being the intention that the objects, purpose and powers specified and the clauses contained in this paragraph of this instrument shall be in no way be limited or restricted by reference to or inference from the terms of this or any other paragraph of this instrument, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares at One and no/100 (\$1.00) Dollars each par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PLACE OF BUSINESS

The initial post office address of, the principal office of this corporation in the State of Florida is: 7025 S. Tropical Trail, Merritt Island, FL 32952. The corporation may maintain such other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 1600 Eau Gallie Blvd., #205, Melbourne, FL. 32935, (407) 255-5490 and the name of the initial registered agent of this corporation at that address is Tom D. Waldron, Attn at Law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Michael K. Clifford President and Secretary	7025 S. Tropical Trail Merritt Island, FL 32952
David L. Huie Vice President, Treasurer	7025 S. Tropical Trail Merritt Island, FL 32952

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

NAME	ADDRESS
Michael K. Clifford	7025 S. Tropical Trail Merritt Island, FL 32952
David L. Huie	7025 S. Tropical Trail Merritt Island, FL 32952

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the Board of Directors.

ARTICLE XI - OFFICERS

The initial officers of this corporation shall be: Michael Clifford, President and Secretary; David L. Huie, Vice President, Treasurer. Said officers shall hold office until his successor's are chosen by the Board of Directors and qualify.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these articles of incorporation in Melbourne, Brevard County, Florida, this 2nd day of MARCH, 1995.

X [Signature]
Michael K. Clifford
Director, President, Secretary

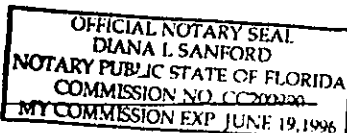
X [Signature]
David L. Huie
Director, Treasurer, Vice President, CEO.

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Michael K. Clifford and David L. Huie, to me known to be the person described as Directors in and who executed the foregoing Articles of Incorporation, and acknowledged before me that being fully informed of the contents thereof, he subscribed to these Articles of Incorporation voluntarily on the day the same bears date.

Witness my hand and official seal in the County and State named above this 2nd day of MARCH 1995.

[Signature]
Notary Public
My commission expires:



FILED

95 MAR 10 AM 11:31 6

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named in Article VII to accept service of process upon Tom D. Waldron, Attn. at Law, at the place designated in the foregoing Articles of Incorporation, does hereby accept to act in this capacity and agree to Comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 1600 Eau Gallie Blvd., #205 Melbourne, FL. 32935, Brevard County, Florida. (407) 255-5490, Fax: (407) 242-0770.

IN WITNESS WHEREOF, the name and seal of said resident agent is Brevard County, Florida, this 21st day of March 1995.

X Tom D. Waldron
Tom D. Waldron, Esq.
Registered Agent for
KallMart TeleCom, Inc.,

Subscribed and sworn to before me
this 21st day of March 1994.

Dianna Taffer
Notary Public
My commission expires: _____

