

P95000055/30

SHARON M. ALFONSO

c/o 211 South Federal Highway, Suite 10
Boynton Beach, Florida 33435

July 5, 1995

500001538375
-07/14/95--01084--002
*****70.00 *****70.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: International Phone Centers, Inc.

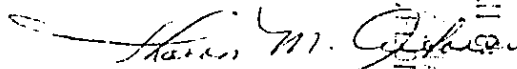
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above referenced along with their check in the amount of \$70.00 to cover the filing fee.

Please make the necessary filing and advise by return mail.

Thank you for your assistance and cooperation.

Sincerely,



Sharon M. Alfonso

Encl.

7/18/95
TK

SECRET
TALLAHASSEE, FLORIDA
JUL 14 1995

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL PHONE CENTERS, INC

I, THE UNDERSIGNED, hereby associate myself for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

INTERNATIONAL PHONE CENTERS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is fifty thousand (50,000) shares of common stock, having a par value of \$.01.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

c/o 2815 Taylor Street
Hollywood, Florida 33020

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than eleven (11).

ARTICLE VIII

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

Howard Mack

President/Director
c/o 2815 Taylor Street
Hollywood, Florida 33020

Michael Withers


Secretary/Director
c/o 2815 Taylor Street
Hollywood, Florida 33020

ARTICLE IX

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Howard Mack and Michael Withers being natural persons, competent to contract, have hereunto set their hand and seal this 5th day of July, 1995.

 (Seal)
Howard Mack

 (Seal)
Michael Withers

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First: That International Phone Centers, Inc. desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Hollywood, County of Broward, State of Florida, has named Howard Mack, 2815 Taylor Street, Hollywood, Florida 33020, as its agent to accept services of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____

Howard Mack, Resident Agent