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CR2E031 (1-89)

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

TEL-SAVE HOLDINGS REAL ESTATE OF FLORIDA, INC.

THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF FIRST: SECTION 607.0401 IS: TEL-SAVE HOLDINGS REAL ESTATE OF FLORIDA, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: 340 W. Church St., Jacksonville, Fl.

THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO THIRD: ISSUE IS: One Thousand (1,000) shares at One Dollar (\$1.00) Par

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

THE NAME AND ADDRESS OF EACH INCORPORATOR IS: FIFTH:

Dancen Maurer

1635 Market St. Philadelphia, PA 19103 1635 Market St. Philadelphia, PA 19103

Dawn Duva

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES INCORPORATION THIS 15th day of August, 1995.

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION

DATED August 15, 1995.

Domenic Borriello, Asst. Secretary

P9500063417

ARNOLD & PORTER

555 TWELTTH STREET, N.W. WASHINGTON, D.C. 20004-1202

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March 25, 1996

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Ladies and Gentlemen:

On behalf of Tel-Save Holdings Real Estate of Florida, Inc., enclosed for filing are articles of dissolution. Please send me a certified copy of the dissolution at 555 12th Street, N.W., Washington, D.C. 20004.

Enclosed is a check for \$87.50, of which \$35.00 is the filing fee for the articles of dissolution and \$52.50 is the fee for the certified copy of the dissolution.

Any questions regarding this filing may be directed to me at (202) 942-5769.

Very truly yours,

Paul S. Feira*

*Admitted to the Pennsylvania bar only

cc: Aloysius T. Lawn, IV

Enclosures

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VS APR . 1995

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ARTICLES OF DISSOLUTION

urswort fo	607.1401, Florida Statutes, this Florida profit corporation submits the following articles of	
FIRST:	se name of the corporation is Tol_Save Holdings Real Entate of S	
	Flor Ida. Inc.	
BECOND	The articles of inverporation were filed on August 16, 1995)
THRD:	(CLECK CNH)	
	None of the corporation's shares have been justed.	
	Ci The corporation has not commenced business.	
FOURTH	No debt of the corporation remains unpeid.	
FIFIH: shareholde	he net assets of the corporation remaining after winding up have been distributed to the , if shares were issued.	
SIXTH	Adoption of Dissolution (CHECK CNR)	
	A majority of the incorporators authorized the dissolution.	
	A majority of the directors authorized the dissolution.	
	Signed this 911 day of March 19	
	Signature (By an incorporator & adapted by the incorporators are by the chalcular or vice charges of the board provider, or other officer & adapted by the fine of the board o	
	board, president, or other officer if adopted by the dissention)	
	Alexander 18 1	
	Secretory	
	(Trian)	