

P950000 66925

DEREK JONES

235 Sunrise Avenue, Suite 1050
407-655-9603

• Palm Beach, Florida 33480
Fax: 407-659-6468

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****122.50 ****122.50

August 28, 1995

Karen Gibson
Florida Dept. of State/Div. of Corp.
409 E. Gaines St.
Tallahassee FL 32399

FILED
95 AUG 29 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Gibson:

Please find enclosed two checks in the amount of \$122.50 each for a certified copy of the Articles of Incorporation for the following two Florida Corporations:

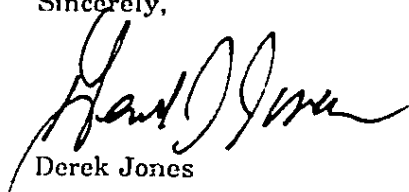
QUANTUM PHONE DEBIT CARD, INC.
QUANTUM DEBIT CARD, INC.

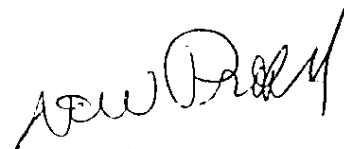
Please use the enclosed prepaid Airborne Express waybill to send the certified copies to:

DEREK JONES
235 SUNRISE AVENUE, SUITE 1050
PALM BEACH, FLORIDA 33480

I trust it is acceptable to register both companies despite the similarity of names, as both companies will be owned by the same person. If you have any further questions, please do not hesitate to call me personally at 407-655-9603 or fax me at 407-659-6468.

Sincerely,


Derek Jones


APR 30

**ARTICLES OF INCORPORATION
OF**

QUANTUM PHONE DEBIT CARD, INCORPORATED

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

ARTICLE I - NAME

The name of this corporation shall be:

QUANTUM PHONE DEBIT CARD, INCORPORATED

The principal place of business of this corporation shall be:
235 Sunrise Avenue, Suite 1050, Palm Beach, Florida 33480

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 1,000,000 shares of common stock having no par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 235 Sunrise Avenue, Suite 1050, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Derek J. Jones.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - 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 or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - OFFICERS AND DIRECTORS

This corporation shall have one officer and/or director, initially. The name and street addresses of the officers and directors who shall hold office until his/her successor(s) are elected or appointed are:

Derek J. Jones
235 Sunrise Avenue, Suite 1050
Palm Beach, Florida 33480

ARTICLE IX - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his or her services, shall, in the absence of fraud be indemnified, whether in office or not, for the reasonable cost and expense incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X - SELF DEALING

No contract or other transaction between this corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the of the directors of the corporation is or are interested in a contract or transaction, or are directors, or officers of any other corporation, and may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved of any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. Any director if the corporation may vote upon any such transaction with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

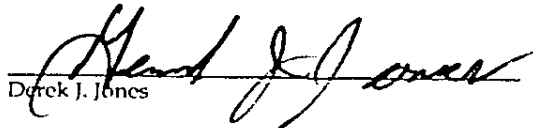
Derek J. Jones

ARTICLE XI - SUBSCRIBER

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

Derek J. Jones
235 Sunrise Avenue, Suite 1050
Palm Beach, Florida 33480

The undersigned has executed these Articles of Incorporation on this 28th day of August, 1995 and accepts the undersigned as registered agent, as well as the subscriber.


Derek J. Jones