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Licensed in Florida and Georgia
Master of Laws in Taxation
Master of Business Administration

February 15, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/23/96--01067--014
****131.25 ****131.25

RE: Phone Card Systems, Inc.

Dear Sir or Madam:

In accordance with the Florida Business Corporations Act, enclosed are the following documents:

1. The original Articles of Incorporation of Phone Card Systems, Inc. and one conformed copy thereof;
2. The Certificate of Designation of Registered Agent/Registered Office; and
3. A personal check for the filing fee of \$131.25, to include a Certified Copy and a Certificate.

Please process these documents and, if everything is in order, forward the appropriate documentation to us.

Cordially,

Shannan Collier

Shannan Sussman Collier

SJS/ms
Enclosures

AL FEB 26 1996

FILED
96 FEB 23 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PHONE CARD SYSTEMS, INC.**

FILED
96 FEB 23 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Phone Card Systems, Inc.

ARTICLE II

The corporation shall have the authority, acting by its Board of Directors, to issue not more than one hundred (100) shares of stock having a par value of one dollar (\$1.00) each.

ARTICLE III

The principle place of business and the mailing address of the corporation shall be 10740 Losco Junction Drive, Jacksonville, Florida 32257.

ARTICLE IV

The name and business address of the incorporator is Shannan Sussman Collier, 180 Cobb Parkway South, Suite C-4206, Marietta, Georgia 30062-3727.

ARTICLE V

The initial registered office of the corporation shall be 10740 Losco Junction Drive, Jacksonville, Florida 32257, and the initial registered agent of the corporation at said address shall be Jack Sussman.

ARTICLE VI

No director shall be held personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty in his capacity as a director, subject to any exceptions contained the Florida Business Corporations Act.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of three members, whose names and addresses are as follows:

Mrs. Shannan Sussman Collier
3165 Highland Drive
Smyrna, Georgia 30080

Mr. Jack Sussman
10740 Losco Junction Drive
Jacksonville, FL 32257

Mrs. Sharon Sussman
10740 Losco Junction Drive
Jacksonville, FL 32257

ARTICLE VIII

This corporation is for profit and is organized for the following specific and general purposes:

- (I) To engage in the business of leasing, purchasing and selling vending style machines.
- (ii) To engage in the business of selling vending products.
- (iii) To engage in any other lawful business or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IX

The corporate powers of this corporation are as provided in the Florida Business Corporations Act, Section 617.0302 without limitation.

IN WITNESS WHEREOF, I have hereunto executed these Article of Incorporation this 15th day of February, 1996.

INCORPORATOR:

Shannan S Collier
SHANNAN SUSSMAN COLLIER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 FEB 23 PH 3:43

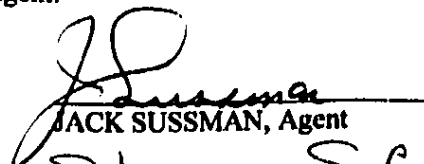
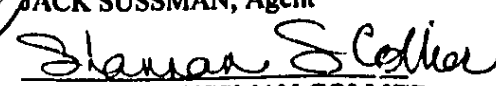
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION OF THE REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is PHONE CARD SYSTEMS, INC., with a principal office at 10740 Losco Junction Drive, Jacksonville, Florida 32257.
2. The name and address of the registered agent and office is Jack Sussman, 10740 Losco Junction Drive, Jacksonville, Florida 32257.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

February 15, 1996


JACK SUSSMAN, Agent

SHANNAN SUSSMAN COLLIER
Incorporator