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FILED

Law Offices
Jorge E. Hernandez, P.A.
311 Granello Avenue
Coral Gables, FL 33146

96 MAR 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 20, 1996

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

SECRETARY OF STATE
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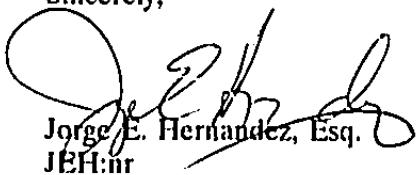
RE: PhoneCard Specialties, Inc.

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, along with our check in the amount of One Hundred Twenty Three Dollars (\$123.00).

Please place these documents in line for processing and forward a certified copy of said Articles of Incorporation to the above address upon completion of processing. Thank you very much.

Sincerely,


Jorge E. Hernandez, Esq.
JEH:nr PH

Enclosures

ARTICLES OF INCORPORATION
OF
PhoneCard Specialties, Inc.

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96 MAR 25 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. **NAME.** The name of the Corporation is:
PhoneCard Specialties, Inc.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK.** The corporation is authorized to issue TEN THOUSAND (10,000) shares of common stock, all of one class, at **NO** Par Value.
5. **PRINCIPAL OFFICE.** The address of the principal office of the corporation is as follows:
c/o 321 Granello Avenue
Coral Gables, FL 33146
6. **INITIAL REGISTERED AGENT.** The name and address of the initial registered agent of the corporation is as follows:
Jorge E. Hernandez, Esq.
311 Granello Avenue
Coral Gables, FL 33146
7. **INITIAL BOARD OF DIRECTORS.** The corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial directors of the corporation is:

Todd Fisch

c/o 321 Granello Avenue
Coral Gables, FL 33146

8. **AMENDMENT OF ARTICLES.** The corporation reserves the right to amend or repeat any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. **INDEMNIFICATION.** To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.
10. **INCORPORATOR.** The name and address of the incorporator is:

Jorge E. Hernandez, Trustee

311 Granello Avenue
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of March, 1996.



INCORPORATOR,
Jorge E. Hernandez, Trustee

STATE OF FLORIDA
COUNTY OF DADE

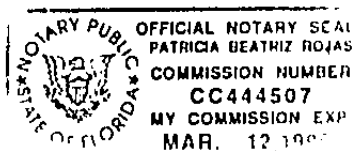
BEFORE ME, the undersigned authority, personally appeared, _____, who has produced _____ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of March, 1996.

MY COMMISSION EXPIRES:



NOTARY PUBLIC, State of Florida



FILED

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**


SEP 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.325 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that, PhoneCard Specialties, Inc. the undersigned corporation organized to do business under the laws of this State, has appointed JORGE E. HERNANDEZ, ESQUIRE, as its agent to accept service of process within this State at the following address:

JORGE E. HERNANDEZ, Esquire
311 Granello Avenue
Coral Gables, Florida 33146

Having been named to accept service of process for the above stated corporation, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Jorge E. Hernandez, Esquire
Date: 