

4/29/90

FLORIDA DIVISION OF CORPORATIONS

2:00 PM

((H90000000018))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

109 EAST WASHINGTON STREET

TALLAHASSEE, FL 32300

FAX: (904) 322-7000

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FROM: FIVE CORP. OF FLORIDA

1492 W. WASHINGTON ST

SUITE 200

MIAMI, FL 33135

34-0000

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H90000000018))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: A.A.C. GOLD CLUB CORP.

FAX AUDIT NUMBER: H90000000018

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/29/1990

TIME REQUESTED: 14:00:30

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

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Handwritten signature and date 4/30

ARTICLES OF INCORPORATION  
OF

A.A.C. GOLD CLUB CORP.

ARTICLE I - NAME

The name of this corporation is:

A.A.C. GOLD CLUB CORP.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock with a nominal or par value of \$1.00

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3152 Vineland Road  
City of Kissimmee County of Osceola  
State of Florida, and the name of the initial registered agent of this corporation at this address is Adrian F. Cuppieters  
as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:  
3152 Vineland Road  
Kissimmee, Florida 34746

This document was prepared by BRIAN S. HELLFR, ESQ., Florida Bar No. 858277  
155 South Miami Avenue, Penthouse Miami, Florida 33130 (305) 374-6288

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Adrian F. Coppieters	3152 Vineland Road Kissimmee, Florida 34746

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is: Adrian F. Coppieters, 3152 Vineland Road, Kissimmee, Florida 34746

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of A.A.C. GOLD CLUB CORP. this 25th day of April, 1996.

STATE OF FLORIDA)  
                          ) SS  
COUNTY OF DADE     )

  
SUBSCRIBER

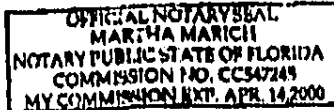
BEFORE ME, a Notary Public authorized to take acknow-

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ledgments in the State and County above set forth, personally appeared ADRIAN F. COPPIETERS known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of April, 1996.



*Martha Marich*  
NOTARY PUBLIC, State of Florida  
at Large.

My commission expires:

ACKNOWLEDGMENT

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

*[Signature]*  
REGISTERED AGENT

FILED  
APR 29 1996  
12:11 PM  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

H96

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**KANE AND KOLTUN**  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
1001 MARLAND CENTER COMMONS  
SUITE 100  
MAYLAND, FLORIDA 32701

JACQUES ST. PIERRE,  
PARALISÉ.

TELEPHONE: (407) 661-1177  
TELEFAX: (407) 660-6031

August 6, 1997

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attention: Corporations Division

Re: A.A.C. Gold Club Corp.  
Effective Date: Date of Filing

**Dear Sir or Madam:**

In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. Two signed originals of Articles of Amendment to Articles of Incorporation of A.A.C. Gold Club Corp.
2. A check in the amount of \$35.00 payable to the State of Florida to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

**Thank you for your assistance.**

~~Jeffrey M. Koltun~~

JMK:kt

## Enclosures

cc: Mr. Adrian Coppieters

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 AUG -8 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A.A.C. GOLD CLUB CORP.

FILED  
97 AUG -8 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, A.A.C. Gold Club Corp., a corporation organized and existing under the laws of the State of Florida, under document number P96000037092, filed in the office of the Secretary of State on April 29, 1996, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is A.A.C. Gold Club Corp. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolution amending Article I of the Articles of Incorporation by written consent dated August 5, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article I of the Articles of Incorporation by written consent dated August 5, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes:

RESOLVED, that Article I of the Articles of Incorporation shall be amended as follows:

"The name of the Corporation is TTI Telecard Corp."

Section 3 - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of the Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 5th day of August, 1997.

A.A.C. Gold Club Corp.

By: 

Adrian Coppieters, President

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A.A.C. GOLD CLUB CORP.

FILED  
97 AUG -8 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, A.A.C. Gold Club Corp., a corporation organized and existing under the laws of the State of Florida, under document number P9606J037092, filed in the office of the Secretary of State on April 29, 1996, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is A.A.C. Gold Club Corp. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolution amending Article I of the Articles of Incorporation by written consent dated August 5, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article I of the Articles of Incorporation by written consent dated August 5, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes:

RESOLVED, that Article I of the Articles of Incorporation shall be amended as follows:

"The name of the Corporation is TTI Telecard Corp."

Section 3 - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of the Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 5th day of August, 1997.

A A C. Gold Club Corp.

By:   
Adrian Coppeters, President