

CERTIFICATE OF INCORPORATION
OF
CALL-NET, INC.

8

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I

The name of the corporation shall be **CALL-NET, INC.**

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

A. To engage in any lawful business.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either

CHARLES S. SERFATY, P.A.
4960 SHERIDAN ST. • SUITE 2000
HOLLYWOOD, FL 33021

FBN # 821 937
(305) 894.9449 -

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell assign, transfer, mortgage pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United State, and District of Columbia and in foreign countries.

F. To do all and everything necessary for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being

understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 100 (one hundred) shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation is to be located at: 5313 Fisher Island Drive, Fisher Island, Florida 33109.

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ARTICLE VII

There shall be one or more Directors of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors are as follows:

MARC BLALOUF
5313 FISHER ISLAND DRIVE
FISHER ISLAND, FLORIDA 33109

ARTICLE IX

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

MARC BLALOUF (100 SHARES)
5313 FISHER ISLAND DRIVE
FISHER ISLAND, FLORIDA 33109

the proceeds of which amount to One Hundred (\$100) Dollars.

ARTICLE X

The name and address of the Incorporator and Registered Agent signing these Articles is:

CHARLES S. SHRIVATY
4330 Sheridan Street
Suite 202B
Hollywood, FL. 33021

ARTICLE XI

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

ARTICLE XII

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

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D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

ARTICLE XIII

The officers of this corporation are as follows:

MARC ELALOUF-PRES/SEC/TREASURER

ARTICLE XIV

It is the intention of the Initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

ARTICLE XV

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

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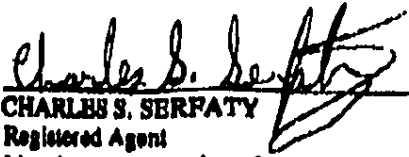
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The CALL-NET, INC., desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated CHARLES S. SERFATY, to accept service of process within this State.

DATED this 2 day of May, 1996.


CHARLES S. SERFATY
Registered Agent
I hereby accept service of process.

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this State is, 4330 Sheridan Street, Suite 202B, Hollywood, Florida 33021.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Hollywood, Broward County, Florida this 2 day of ^{MAY} ~~June~~ 1996.


CHARLES S. SERFATY

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TALLAHASSEE, FLORIDA

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7/19/96

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DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32399

9-0000

FAX: (904) 922-4000

CONTACT: RAY STORMONT

PHONE: (305) 641-3694

FAX: (305) 641-3770

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: CALL-NET, INC.

FAX AUDIT NUMBER: H96000010070

CURRENT STATUS: REQUESTED

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P.02/04



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 19, 1996

CALL-NET, INC.
5313 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

SUBJECT: CALL-NET, INC.
REF: P96000038484

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000010070
Letter Number: 596A00035124

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CERTIFICATE OF AMENDMENT

OF

CALL-NET, INC

The shareholders of CALL-NET, INC have unanimously approved the following amendments to the Articles of Incorporation adopted as of July 11, 1996.

ARTICLE VI - PRINCIPLE PLACE OF BUSINESS

The Principal Place of business of this corporation is to be located at:

CALL-NET, INC.
4770 Biscayne Blvd. #930
Miami, FL. 33137

ARTICLE VIII - BOARD OF DIRECTORS

The names and post office addresses of the Board of Directors shall be amended as follows:

MARC ELALOUP
4770 Biscayne Blvd. #930
Miami, FL. 33137

JEAN FILIPPI
4770 Biscayne Blvd. #930
Miami, FL. 33137

DANIEL ROUSSEAU
4770 Biscayne Blvd. #930
Miami, FL. 33137

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JUL 19 1996
CORP. DIV.

ARTICLE IX - DIVISION OF SHARES

The number of shares of stock which they agree to take shall be amended as follows:

MARC ELALOUP
4770 Biscayne Blvd. #930
Miami, FL. 33137

(25.5 SHARES)

wp5:lawry/awordmca:inc

Charles S. Serfaty
4330 Sheridan St. #202 B
Hollywood, FL 33021
(954) 894-9449 / FBN. 821837

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JEAN FILIPPI (24.5 SHARES)
4770 Biscayne Blvd. #930
Miami, FL. 33137

DANIEL ROUSSEAU (25.5 SHARES)
4770 Biscayne Blvd. #930
Miami, FL. 33137

Authorized but unissued (24.5 SHARES)

ARTICLE XIII - OFFICERS

The officers of the corporation shall be amended as follows:

DANIEL ROUSSEAU - PRES.

MARC ELALOUF - VICE PRES.

JEAN FILIPPI - SEC/TREAS.

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber and has acknowledged and filed in the office of the Department of State of Florida, this Certificate of Amendment to the Certificate of Incorporation of CALL-NET, INC. this 11TH day of July, 1996.

MARC ELALOUF

DANNY ROUSSEAU

JEAN FILIPPI

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