

P96000044428

FILED
95 MAY 23 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/22/96

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DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: YOLANDA M. CARRENO, INC.

DEPARTMENT OF STATE

12260 SW 8 ST., STE 118

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33184-1551

TALLAHASSEE, FL 32399

CONTACT: YOLANDA CARRENO

FAX: (904) 922-4000

PHONE: (305) 554-4032

FAX: (305) 227-9813

((H96000007329)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITED TELECARD ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000007329

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/23/1996

TIME REQUESTED: 14:23:20

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((H96000007329)))

FAX AUDIT NO. H9600000732

EFFECTIVE DATE
5/22/96

ARTICLES OF INCORPORATION
OF

UNITED TELECARD ENTERPRISES, INC.

FILED
96 MAY 23 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Status of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: United Telecard Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 22nd of May, 1996

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature, and description wherever located, both

Yolanda M. Carreno, Inc.
12260 S. W. 8th St. #118
Miami, FL 33184

FAX AUDIT NO. H9600007329

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tangible and intangible, and including those in action, either as owner, broker, agent or factor.

c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs, and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, at no par value which shall be designated as "common Stock".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is: 1180 N.W. 26 Ave. Rd., Miami, Fl 33125 and the name of the initial registered agent of this corporation at that address is: CARIDAD ANTON

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initial. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation until the first annual meeting of shareholder(s) or until their successor(s) are elected and shall qualify is (are):

<u>NAME</u>	<u>ADDRESS</u>	
CARIDAD ANTON	1180 N.W. 26 Ave Rd Miami, Fl. 33125	PRESIDENT & DIRECTOR
JOSE L. FERNANDEZ	5324 S.W. 119 Ave Cooper City, Fl. 33330	SECRETARY & DIRECTOR

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles is (are):

<u>NAME</u>	<u>ADDRESS</u>	
CARIDAD ANTON	1180 N.W. 26 Ave Rd Miami, Fl. 33125	350 SHARES
JOSE L. FERNANDEZ	5324 S.W. 119 Ave. Cooper City, Fl. 33330	150 SHARES


ARTICLE X - AMENDMENTS


This corporation reserves the right to mend re repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is (are) subject to this reservation.

ARTICLE XI - MAILING ADDRESS

The principal office and mailing address of this corporation is: 1180 N.W. 26 Ave. Rd., Miami, Fl. 33125

IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this 22nd day of May, 1996.



 CARIDAD ANTON


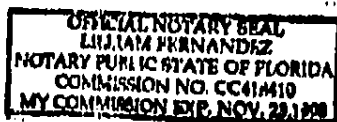
 JOSE L. FERNANDEZ

FILED
96 MAY 23 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF DADE } S.B.

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared: CARIDAD ANTON and JOSE L. FERNANDEZ known to me and known to me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they 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 22nd day of May, 1996.



William Fernandez

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR: UNITED TELECARD ENTERPRISES, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: May 22nd, 1996

Yolanda M. Carreno, Inc.
12260 S. W. 8th St. #118
Miami, Fl. 33184

-5-

Caridad Anton
RESIDENT AGENT
CARIDAD ANTON

P96000044428

Yolanda M. Carreno

12260 SW 8TH ST., SUITE 118 • MIAMI, FL 33184

Address

City/State/Zip

Phone #

800002094048--4

-02/21/97--01026--008

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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97 MAR 21 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N/C

VS MAR 21 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1997

VOLANDA M. CARRENO
12260 SW 8TH ST., STE. 118
MIAMI, FL 33184

SUBJECT: UNITED TELECARD ENTERPRISES, INC.
Ref. Number: P96000044428

We have received your document for UNITED TELECARD ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 897A00010010

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97 MAR 21 AM 8:11
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

UNITED TELECARD ENTERPRISES, INC.

(present name)

FILED
97 MAR 21 PM 12:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE I - The name of the Corporation shall be: UNITED
WHOLESALE ENTERPRISES, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 5th, 1997.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 5th day of February, 19 97.

Signature *Caridad Anton*
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CARIDAD ANTON
Typed or printed name

PRESIDENT
Title