

1201 HAYS STREET
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PRESTIGE HALL
FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 970313 7106741

AUTHORIZATION : Patricia P. P.

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 970313

CUSTOMER NO: 7106741

000000110458505

CUSTOMER:

EDWARD SUSSMAN, ESQ.

60 East 42nd Street
Suite 2130
New York, NY 10165

DOMESTIC FILING

NAME: TELECARD MANUFACTURING
CORPORATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

55 MAY 31 AM 10:01

DIVISION OF CORPORATION

96 MAY 31 AM 10:36

RECEIVED

635/31/96

**ARTICLES OF INCORPORATION
OF
TELECARD MANUFACTURING CORPORATION, INC.**

60 MAY 31 1961

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is TeleCard Manufacturing Corporation, Inc.

SECOND: The street address of the principal office of the corporation is 229 S.W. 31st Street, Fort Lauderdale, Florida 33315 and the mailing address of the corporation shall be the same.

THIRD: The purposes for which the corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares, all of which are without par value and are of the same class and are Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

NAME

Daniel T. Oshatz, Esq.

ADDRESS

60 East 42nd Street
Suite 2136
New York, NY 10165

SEVENTH: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

NAME

ADDRESS

David Hold

229 S.W. 31st Street
Fort Lauderdale, FL 33315

George McCanless

2 University Plaza
Suite 111
Hackensack, NJ 07601

Daniel Oshatz

60 East 42nd Street
Suite 2136
New York, NY 10165

EIGHTH: The corporation is to exist perpetually.

NINTH: The corporate existence of the corporation shall begin not later than the 90th day after filing.

Signed on May 28, 1996

Daniel M. Oshatz, Esq.
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Mary Ellen Asst VP Date: 5/30/96

FILED
MAY 31 1996
FBI - FT. LAUDERDALE