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000-144-808

096000058980



PRIESTER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 015674 157333A

AUTHORIZATION :

COST LIMIT : \$600.000. *P. J. Jett*

ORDER DATE : July 10, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 015674

CUSTOMER NO: 157333A

300001893159

CUSTOMER: Michael Tanchum, Esq  
EISENBERG TANCHUM & LEVY

675 Third Avenue

New York, NY 10017

DOMESTIC FILING

NAME: PHONE AMERICA INCORPORATED

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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 15 PM 1:12

RECEIVED  
96 JUL 15 AM 11:09  
DIVISION OF CORPORATIONS  
*J. J. Jett*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 15 PM 1:12

ARTICLES OF INCORPORATION  
OF  
PHONE AMERICA INCORPORATED

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 PHONE AMERICA INCORPORATED

SECOND: The street address, wherever located, of the principal office of the corporation is 1551 Forum Place, Suite 1000, West Palm Beach, Florida 33401.

The mailing address, wherever located, of the corporation is 1551 Forum Place, Suite 1000, West Palm Beach, Florida 33401.

THIRD: The number of shares that the corporation is authorized to issue is one thousand, all of which are of a par value of ten cents each and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 1551 Forum Place, Suite 1000, West Palm Beach, Florida 33401.

The name of the initial registered agent of the corporation at the said registered office is Peter Brock.

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.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Maris Kruze	375 Hudson Street, 11th Floor New York, New York 10014

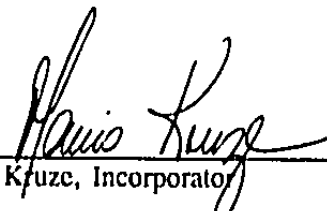
SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on July 11, 1996.

  
\_\_\_\_\_  
Maris Kruze, 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.

\_\_\_\_\_  
Peter Brock

Date:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 15 PM 1:12

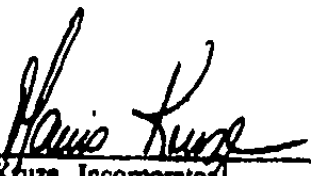
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Signed on July 11, 1996.

  
Maris Kruze, Incorporator

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Peter Brock

Date: July 11, 1996