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TRANSMITTAL LETTER

FILED
96 AUG 12 AM 10:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

5000001918865
100/12796-01027-01
****70.75 ****70.75

SUBJECT: FLORIDA TELECARD DISTRIBUTING COMPANY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Curtis A. Olive
Name (printed or typed)

3224 Proud Clarion Trail
Address

Tallahassee Florida 32308
City, State & Zip

(904) 668-5050
Daytime Telephone number

RECEIVED
96 AUG 12 AM 10:02
DIVISION OF CORPORATION

11/11/96

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG 12 1996

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

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FLORIDA BUSINESS CORPORATION
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA TELECARD DISTRIBUTING COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3224 Proud Clarion Trail
Tallahassee FL 32308

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Curtis A. Olive
3224 Proud Clarion Trail
Tallahassee FL 32308

ARTICLE V INCORPORATOR(S)

See Instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Curtis A. Olive
3224 Proud Clarion Trail
Tallahassee FL 32308

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

12 day of August, 19 96.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: FLORIDA TELECARD DISTRIBUTING COMPANY, INC.

2. The name and address of the registered agent and office is:

Curtis A. Olive

(NAME)

3224 Proud Clarion Trail

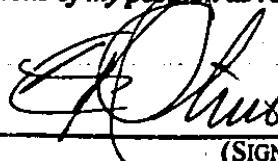
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee FL 32308

(CITY/STATE/ZIP)

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FLORIDA DIVISION OF STATE
TALLAHASSEE, FLORIDA
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



(SIGNATURE)

August 12, 1996

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314