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LAW OFFICES
GREENFIELD & DUVAL

HARVIE S. DUVAL
JOHN GREENFIELD

August 16, 1996

Mailing Address
P.O. BOX 810488
NORTH MIAMI, FLORIDA 33261-0488
1800 N.E. 135TH STREET
NORTH MIAMI, FLORIDA 33161
DADE (305) 893-9270
FAX (305) 893-6000

Offices of the
Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

000001925530
-08/19/96--01034--008
****122.50 ****122.50

Attention: Corporations Division
Business Organization Filing Section

Re: EUROCALL, INC.

Gentlemen:

In accordance with your telephone advices, we enclose herewith two copies of Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, to cover your filing fee.

Please return the recorded Articles to the undersigned at your earliest convenience.

Thank you for your cooperation.

Very truly yours,

GREENFIELD & DUVAL

Harvie S. Duval

HARVIE S. DUVAL

HSD:mc
Enclosures

FILED
96 AUG 19 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.20.96
KR

ARTICLES OF INCORPORATION
OF
EUROCALL, INC.

FILED
55 AUG 19 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

EUROCALL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To engage in any and all legal business transactions of every kind, nature and description and to do any and all lawful things as may be determined by the officers and directors of the corporation and to employ personnel of every kind, nature and description in connection therewith.

B. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal

Approved & Filed

in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell, and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description;

C. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description;

D. To act as agent, broker or attorney in fact for any persons, firms or corporation in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in

Attest: [Signature]

effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or property to the exercise of any or all of the purposes of the corporation.

E. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect to any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

Re: Corporate Records

F. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay the same in cash, stocks or bonds of the company or otherwise.

G. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

I. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and

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dependencies of the United States, the District of Columbia, and in any and all foreign countries.

J. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trust, trusts and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising and to make and carry out contracts of

Approved by
[Signature]

every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

L. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE MILLION (1,000,000) SHARES**, with a par value of **TEN CENTS (\$0.10)** per share. All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Monique S. Galle

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

1680 N.E. 135th Street
Suite 250 East
North Miami, Florida 33181

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have not less than one or more than nine directors, initially. The number of directors may be increased or diminished from time to time, by by-laws, adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

This corporation's initial registered agent and registered office in the State of Florida shall be:

Acme of Florida

HARVIE S. DUVAL, ESQ.
1680 N.E. 135th Street - Suite 250 East
North Miami, Florida 33181

ARTICLE IX. INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

SIMONETTA FAVALE, President	1680 N.E. 135th Street Suite 105 East North Miami, FL 33181
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The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

ARTICLE X. INCORPORATORS

The name and post office address of each incorporator of these Articles of Incorporation is:

SIMONETTA FAVALE, President	1680 N.E. 135th Street Suite 105 East North Miami, FL 33181
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ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written

Simonetta Favale

statoment manifesting their intention that a certain amondmont of those Articles of Incorporation be made.

The Directors of this corporation shall have the power to make or amend the by-laws and to fix the amount to be reversed for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XII.

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy-five percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to wit:

Approved & Signed

- (1) The manner and method in which the persons by whom directors may be elected;
- (2) Any limitation upon the transferability or assignment of the stock;
- (3) The conferring or preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stock;
- (4) Any matter relating to effectuating the purpose included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with each office of the corporation, a written instrument signed by the persons who originally created such stockholders agreement (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholders agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE XIII. ELECTION FOR TAX PURPOSES

At the election of the officers of this corporation, this corporation may be qualified as a Sub-Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation

Approved by Public

engages qualifies for such tax treatment under the laws of the United States.

ARTICLE XIV. COMMENCEMENT DATE

This corporation shall commence upon the date of filing with the Secretary of State.

IN WITNESS WHEREOF, we, the undersigned, being the original Incorporators to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this

of July, 1996.

 (SEAL)
SIMONETTA FAVALE

COUNTRY OF ITALY

)
SS:
)

CITY/MUNICIPALITY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared SIMONETTA FAVALE, to me personally known to me or identified by _____ to be the person described as Incorporator herein, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____,
this _____ day of July, 1996.

Notary Public State of Florida

Simonetta Favale

CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates:

HARVIE S. DUVAL, ESQ.
1680 N.E. 135th Street - Suite 250 East
North Miami, Florida 33181

as its Registered Agent to accept service of process within this State.

EUROCALL, INC.

qq

By:

Simonetta Favale
Simonetta Favale

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

By:

Harvie S. Duval
HARVIE S. DUVAL

FILED
95 AUG 19 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Simonetta Favale



COMUNE DI CIAMPINO

PROVINCIA DI ROMA

Ripartizione Servizi Demografici

DICHIARAZIONE PERSONALE SOSTITUTIVA dell'ATTO di NOTORIETA

(Art. 2 e 4 Legge 4 gennaio 1968 n. 15)

Io sottoscritto SIMONETTA FAVALE nat. A. a VELLETRI
il 06/07/60 residente a ROMA via SISTINA N° 8

In conformità del disposto dell'Art. 2 e 4 Legge 4.1.1968 n. 15 a conoscenza delle sanzioni previste dall'art. 26 della Legge stessa il quale prevedo testualmente che:

«Le dichiarazioni mendaci, la falsità negli atti e l'uso di atti falsi nei casi previsti dalla presente legge sono puniti ai sensi del codice penale e delle leggi speciali in materia».

DICHIARO

che la firma apposta sui documenti allegati a questo atto di notorietà è realmente la mia e per cui mi impegno a svolgere l'attività descritta in tali documenti in qualità di presidente del consiglio di amministrazione della EUROCALL INC.



Per uso:

LEGALE

il 06/08/96

FIRMA DEL DICHIARANTE

Simonetta Favale



Comune di Ciampino

Provincia di Roma

Ripartizione Servizi Demografici

AUTENTICAZIONE FIRMA

ai sensi e per gli effetti degli artt. 20, 21 e 23
della legge 4.1.1963 n. 15



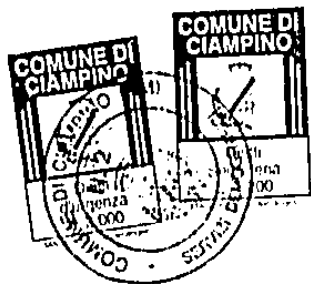
Visto per l'autenticità della firma del Sig. Giuseppe Sinigaglia
nato a Velletri il 6-7-86 Residente in Roma
apposta in mia presenza, previo accertamento della sua identità personale mediante documento di riconoscimento n. 2452820 rilasciato il 21-7-86 dal Prof. Roma

(P.A.)
Clampino 8 7 AGO, 1996



(1) IL FUNZIONARIO DELEGATO DEL SINDACO
L'UFFICIALE DI ANAGRAFE
Roberto Vitali

(1) Nome cognome, qualifica e firma per esteso del pubblico ufficiale.



COUNTY OF CIAMPINO)
PROVINCE OF ROME)

PERSONAL DECLARATION BEFORE NOTARY PUBLIC
(Under Art. 2 and 4, January 4, 1968, No. 15)

The undersigned, SIMONETTA FAVALE, born at Velletri on June 7, 1960, a resident of Rome, [Italy], whose address is Via Sistina No. 8, in accordance with the provisions of Articles 2 and 4 of Law 4.1.1968, No. 15, and fully aware of the sanctions provided under Article 26 of said Law, wherein it is provided that:

"Any false declaration, or false act, or the use of any false notarization, under the provisions of the existing law, are punishable under the provisions of the Code and the specified articles."

I DECLARE:

That the signature placed on the above document before the undersigned Notary Public is my own, and I have signed same for the purposes therein declared, as President and Incorporator of the said EUROCALL, INC.

FOR LEGAL USE

August 7, 1996

SIGNATURE OF AFFIANT

s/ SIMONETTA FAVALE

COUNTY OF CIAMPINO)
PROVINCE OF ROME)

AUTHENTICATION OF SIGNATURE
UNDER ARTICLE 20, 21 AND 23
OF LAWS IN PRACTICE SINCE
4.1.1968 N. 15

I HEREBY ATTEST to the authenticity of the signature of MRS. SIMONETTA FAVALE, born at Velletri, on 6/7/60, residing in Rome, [Italy], in my presence, after having previously ascertained of her identity through proper identification, by I.D. No. 2452920, given 21/7/SNS in the Province of Rome, [Italy].

P.A.
CIAMPINO AUGUST 7, 1996

NOTARY PUBLIC

S/ PODDA VITALA

(SEAL AND STAMPS)

STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally known to me, and further identified by I.D. Document No. 2452920, given in rome, Italy, after inquiry made by me, SIMONETTA FAVALE declared that she has signed the two copies of the Articles of Incorporation of EUROCALL, INC., and has signed same before a Notary Public in Rome, Italy and I have translated the Jurat to the best of my ability which is attached to the Articles of Incorporation being filed with the Secretary of State, State of Florida.

SWORN TO and SUBSCRIBED before me this 14th day of August, 1996, in the State and County first above written.

Maria Casteleiro
Maria Casteleiro

Notary Public State of Florida at Large

