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((H96000013367 3))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: FRIENDS PHONE CARD DISTRIBUTORS, INC.
071324000655

ACCT#:

CONTACT: ROLANDO TRUJILLO
PHONE: (305) 541-0790
(305) 541-4015

FAX #:

NAME: FRIENDS PHONE CARD DISTRIBUTORS, INC.

AUDIT NUMBER.....H96000013367

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES..... 3

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19/24/96

496 0000 13367
ARTICLES OF INCORPORATION

OF

FRIENDS PHONE CARD DISTRIBUTORS, INC.

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.

ARTICLE I NAME

The name of the corporation shall be: FRIENDS PHONE CARD DISTRIBUTORS, INC.

ARTICLE II PRINCIPAL OFFICE

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

2301 N.W. 7 Street, Suite G
Miami, FL 33125

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock, \$1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ARMANDO POLANCO
2301 N.W. 7 Street, Suite G
Miami, FL 33125

Prepared By: Armando Polanco
2301 N.W. 7 Street, Suite G
Miami, FL 33125
Tel: (305) 634-2200

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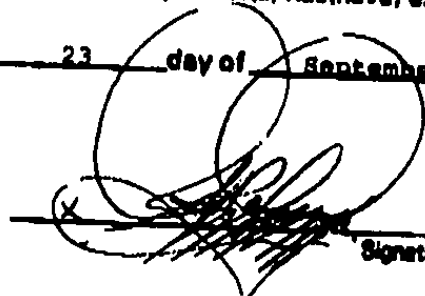
ARTICLE V INCORPORATOR(S)

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

ARMANDO POLANCO, PRESIDENT
2301 N.W. 7 Street, Suite G
Miami, FL 33125

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

23 day of September, 1996.



Signature PRESIDENT

Signature

Signature

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 807.0501 or 817.0501, 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: FRIENDS PHONE CARD DISTRIBUTORS, INC.

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

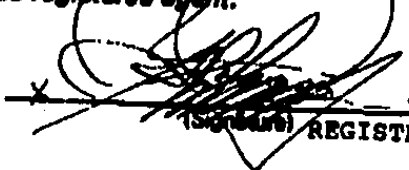
ARMANDO POLANCO
(Name)

2301 N.W. 7 Street, Suite G
(P.O. Box not acceptable)

Miami, FL 33125
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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 perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.


(Signature) REGISTERED AGENT

September 23, 1996

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

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