

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
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P96000091249



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144870 7109520

AUTHORIZATION :

Patricia Puyitt

COST LIMIT : \$ 70.00

ORDER DATE : November 5, 1996

ORDER TIME : 5:0 PM

ORDER NO. : 144870-005

CUSTOMER NO: 7109520

100001997331--1

CUSTOMER: Ms. Arlene Abrams-smith
ARLENE ABRAMS-SMITH

Suite 206
14900 Gulf Boulevard
Madeira Beach, FL 33708

DOMESTIC FILING

NAME: TEL CARD INTERNATIONAL CORP.

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:

Kr
11-6-96

FILED
95 NOV -5 PM 3:31
RECEIVED
95 NOV -5 AM 9:24
SECRETARY OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
TEL CARD INTERNATIONAL CORP.

FILED
96 NOV -6 PM 3:31
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TEL CARD INTERNATIONAL CORP.

The address of the principal office of this corporation shall be Suite 206, 14900 Gulf Boulevard, Madeira Beach, Florida 33708, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Arlene Abrams-Smith
Dir.

Suite 206, 14900 Gulf Boulevard
Madeira, Florida 33708

A. Rahman Chowdhury
Dir.

Suite 202, 2300 Bear Creek Drive
Naples, Florida 33942

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 5, 1996.

Laura R. Dunlap
Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

LH/VLP

FILED
96 NOV -5 PM 3:31
TALLAHASSEE, FLORIDA
STATE