

**14-00000**

November 5, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

900001997769--4  
-11/06/96--01050--003  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Global House TeleCard Services, Inc.**

Enclosed are an original and one copy of Articles of Incorporation for the above named corporation. Also enclosed is a money order in the amount of \$122.50 for the following expenses:

Filing Fee	\$35.00
Resident Agent Certificate	\$35.00
Certified Copy of Charter	<u>\$52.50</u>
Total	\$122.50

**Please file these Articles and send a certified copy to**

**Wallace W. Kennedy**  
12 South 6th Street  
Suite 215  
Minneapolis, MN 55402

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 14 PM 1:18

This corporation will be considered a related corporation to Global House Communications, Inc. and Global House Telecommunications, Inc. To the extent necessary, Global House Communications, Inc. and Global House Telecommunications, Inc. hereby consent to the formation of this new corporation, Global House TeleCard Services, Inc.

Yours very truly,

**Global House Communications, Inc.**

**Global House Telecommunications, Inc.**

By: Wallace W. Kennedy  
Wallace W. Kennedy, Chairman/CEO

By: Wallace W. Kennedy  
Wallace W. Kennedy, Chairman/CEO

509.  
W96-23911

8/11/21/20



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 NOV 14 PM 1:18

November 8, 1996

WALLACE W. KENNEDY  
12 SOUTH 6TH STREET  
SUITE 215  
MINNEAPOLIS, MN 55402

SUBJECT: GLOBAL HOUSE TELECARD SERVICES, INC.  
Ref. Number: W96000023841

We have received your document for GLOBAL HOUSE TELECARD SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 096A00051387



# GLOBAL HOUSE

12 SOUTH 6TH STREET • SUITE 215 • MINNEAPOLIS, MN 55402 • (612) 399-1108 • FAX (612) 399-1112 • 1-800-590-1108

November 12, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 NOV 14 PM 1:18

Re: Global House TeleCard Services, Inc. Ref. No. W96000023841

Enclosed are an original and one copy of corrected Articles of Incorporation for the above named corporation. These Articles have been revised to eliminate the inconsistency of names in the Articles sent to you under letter dated November 5, 1996. A money order in the amount of \$122.50 was included with the previous letter to cover the following expenses:

Filing Fee	\$35.00
Resident Agent Certificate	\$35.00
Certified Copy of Charter	<u>\$52.50</u>
Total	\$122.50

Please file these revised Articles and send a certified copy to:

Wallace W. Kennedy  
12 South 6th St., Suite 215  
Minneapolis, MN 55402

This corporation will be considered a related corporation to Global House Communications, Inc. and Global House Telecommunications, Inc. Global House Communications, Inc. and Global House Telecommunications, Inc. hereby consent to the formation of this new corporation, Global House TeleCard Services, Inc.

Yours very truly,

Global House Communications, Inc.

Global House Telecommunications, Inc.

By: Wallace W. Kennedy  
Wallace W. Kennedy, Chairman/CEO

By: Wallace W. Kennedy  
Wallace W. Kennedy, Chairman/CEO

**Articles of Incorporation  
of  
Global House TeleCard Services, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 14 PM 1:18

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation, for the purpose of organizing a business corporation.

**Article I - Name**

The name of this corporation is **Global House TeleCard Services, Inc.**

**Article II - Effective Date and Duration**

This corporation shall begin existence as of the date of filing with the Secretary of State and shall continue perpetually unless dissolved.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV - Common Stock**

This corporation is authorized to issue Ten Million (10,000,000) shares of common stock with a par value of \$.001 per share.

**Article V - Authority**

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

**Article VI - Dividends**

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

#### **Article VII - Incorporator**

The name and address of the incorporator of this corporation is as follows:

Troy W. Kennedy  
9104 Glenmoor Drive  
West Palm Beach, FL 33409

#### **Article VIII - Directors**

The initial Board of Directors shall consist of three (3) members, but may be increased or decreased as provided in the By-Laws of the corporation.

#### **Article IX - Powers of Directors**

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

#### **Article X - Principal Place of Business**

The principal place of business of this corporation shall be 2090 Palm Beach Lakes Boulevard, Suite 800, West Palm Beach, FL 33409. The Board of Directors may from time to time move the place of business of this corporation.

#### **Article XI - Registered Agent**

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Troy W. Kennedy, 2090 Palm Beach Lakes Boulevard, Suite 800, West Palm Beach, FL 33409.

#### **Article XII - Private Property of Shareholders**

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

#### **Article IX - Excess Salary**

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

#### **Article XIV - Excess Business Expense**

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

#### **Article XV - Amendments**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 12th day of November 1996.

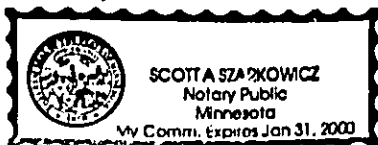
  
TROY W. KENNEDY

**STATE OF MINNESOTA  
COUNTY OF HENNEPIN**

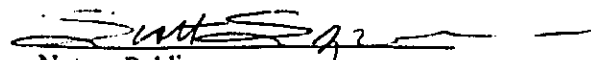
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 14 PM 1:19

**I HEREBY CERTIFY** that the foregoing instrument was acknowledged before me this date by **TROY W. KENNEDY**, who produced as identification Colorado Drivers License No. 94-062-0561, and who did not take an oath.

**WITNESS** my hand and official seal in the County and State last aforesaid this 12th day of November 1996.

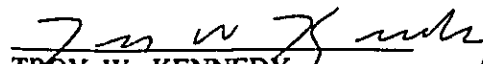


(Commission Seal)

  
Notary Public  
Expiration Date: Jan. 31, 2000

**Acceptance**

I, Troy W. Kennedy, do hereby accept the appointment of Registered Agent for Global House TeleCard Services, Inc.

  
TROY W. KENNEDY  
Registered Agent