

**CORPORATE
ACCESS,
INC.**

P96000094025

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Prepaid Communications, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

File (signature)

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nc 11-18-96

ARTICLES OF INCORPORATION
FOR
PREPAID COMMUNICATIONS, INC.

FILED
96 NOV 18 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE I

The name of the corporation shall be PREPAID COMMUNICATIONS, INC. The principal place of business of this corporation shall be 2250 S.W. Third Avenue, Fifth Floor, Miami, Florida 33129.

ARTICLE II

The Corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III

The general nature of the business to be carried out by the Corporation as follows:

- 1) To provide prepaid cellular phone services;
- 2) To conduct such other businesses as may be incidental or advantageous to the operation of the business described in paragraph (1) hereof;
- 3) To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether specified or not, either alone or in connection with other firms, corporations or individuals, either in this State or throughout the United States and elsewhere, and to do any other act or acts, thing or things, incidental or

pertinent to or connected with the business herein before described, or any part or parts thereof, if not inconsistent with the laws of the United States, this state or any other state; and

4) To carry on any and all lawful purposes not specifically prohibited or limited by Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is One Million (1,000,000), with no par value. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall all receive a ratable distribution of the assets of the corporation.

ARTICLE VI

The name and street address of the initial registered agent of the Corporation is:

James L. Weintraub
2250 S.W. Third Avenue, Fifth Floor
Miami, Florida 33129

ARTICLE VII

The name and the post office address of the Director of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and the corporation laws of the State of Florida, shall hold office for the first year of the existence of the Corporation or until their

successors are elected and qualified is:

James L. Weintraub, President, Vice-President, Secretary and Treasurer
2250 S.W. Third Avenue, Fifth Floor
Miami, Florida 33129

A Board of Directors consisting of not less than two (2) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise prescribed by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLES VIII

The Corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLES IX

The Corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE X

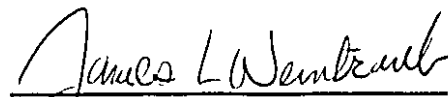
The name and addresses of the incorporator is as follows:

James L. Weintraub
2250 S.W. Third Avenue, Fifth Floor
Miami, Florida 33129

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of
Incorporation this 15th day of November, 1996

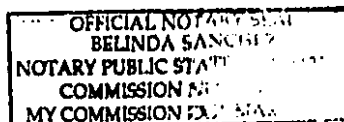
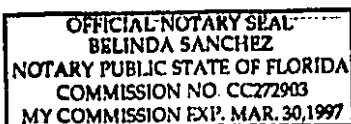

JAMES L. WEINTRAUB

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JAMES L. WEINTRAUB,
to me known to be the person described in and who subscribed to the above Articles of
Incorporation, and who did freely and voluntarily acknowledge before me according to law that
he made and subscribed the same for the uses and purposes therein mentioned.


SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this
15th day of November, 1996.


NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named registered agent to accept service of process for PREPAID COMMUNICATIONS, INC., at the place designated in the Articles of Incorporation hereinabove set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent.


JAMES L. WEINTRAUB
2250 S.W. Third Avenue
Fifth Floor
Miami, Florida 33129

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TALLAHASSEE, FLORIDA