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12/11/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000017340 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: WORLD ACCESS INTERNATIONAL, INC.
AUDIT NUMBER.....H96000017340
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 6
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DEC-10-1996 16:43 FROM STEPHEN B. COHEN CPA TO

NO. 097 002
95929591 P.02

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ARTICLES OF INCORPORATION
OF
WORLD ACCESS INTERNATIONAL INC.

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The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, hereby associates himself to form a corporation under the law of the State of Florida.

This Corporation shall have perpetual existence.

ARTICLE I-

PURPOSE

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE II-

CAPITAL STOCK

The maximum number of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having the par value of One (\$1.00) Dollar.

Prepared by: Stephen B. Cohen C.P.A.
19032 N.E. 29th Ave.
Aventura, FL 33180
(305) 931-3134

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DEC-18-1996 16:43 FROM STEPHEN B. COHEN CPA TO

NO. 097 003

95929591 P.03

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ARTICLE III-

ADDRESS OF PRINCIPAL OFFICE

The initial principal address, mailing address and registered office address of this Corporation are the same as follows: 1000 Island Blvd. #807, Williams Island, Aventura, FL 33160-4954. The initial registered agent at such address is Leonard Laurier.

ARTICLE IV-

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is : 1000 Island Blvd. #807, Williams Island, Aventura, FL 33160-4954 and the name of the initial registered agent of this corporation at that address is: Leonard Laurier.

ARTICLE V-

INCORPORATORS

The name and address of the person signing these articles is:

NAME

ADDRESS

LEONARD LAURIER

1000 Island Blvd. #807

Williams Island

Aventura, FL 33160-4954

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ARTICLE VI -

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director and (1) officer initially. The number of directors and officers may be either increased from time to time by the By-Laws, but shall never be less than one(1). The name and address of the initially director and/or officer of this Corporation is:

NAME

ADDRESS

LEONARD LAURIER

1000 Island Blvd. #807

Williams Island

Aventura, FL 33160-4954

ARTICLE VII -

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

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NO.097 005

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ARTICLE VIII.

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

LEONARD LAURIER

ONE HUNDRED (100) SHARES

ARTICLE IX.

MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the Director of this Corporation.

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ARTICLE X-

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of December, 1996



Subscriber

STATE OF FLORIDA)

COUNTY OF DADE) SS:

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Leonard Laurier known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 10 day of Dec., 1996



Notary Public, State of Florida



STEPHEN B. COHEN
My Commission 00357629
Expires Nov. 01, 1997
Bonded by H&H
800-428-1988

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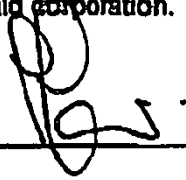
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ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Signature



Date

December 10, 1996

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TALLAHASSEE, FLORIDA