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U.S. TELECARD CORP.  
20801 BISCAYNE BOULEVARD, SUITE 424  
AVENTURA, FLORIDA 33180

January 6, 1997

State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: U.S. TELECARD CORP.

100002049331--7  
-01/07/97--01165--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed please find duplicate notarized and executed Articles of Incorporation for the above referenced entity, along with a check in the amount of \$70.00.

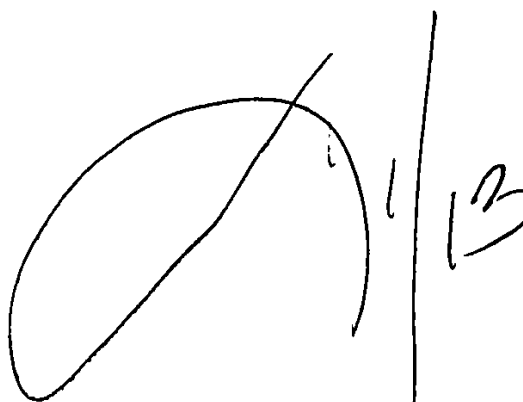
Please forward your acceptance along with our Florida Charter Number, at your earliest convenience.

Sincerely,

  
CRAIG A. WALITZER

enclosure

FILED  
97 JAN -7 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION OF U.S. TELECARD CORP.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation shall be as follows: U.S. TELECARD CORP., and the initial principal office of this Corporation shall be: 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180.

ARTICLE II

The commencement of existence of the corporation shall be the date of filing.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates or interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporations or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any persons who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

#### ARTICLE IV

The corporation shall have authority to issue 5,000 shares of common stock, and such shares shall have a \$.01 par value.

#### ARTICLE V

The street address, principal office and initial registered office of the corporation shall be 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180. The office of the registered agent of the corporation shall be 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180 and the initial registered agent at said address shall be CRAIG A. WALTZER, who hereby is familiar with, and accepts the duties and responsibilities as registered agent for this corporation.

#### ARTICLE VI

There shall be no initial Board of Directors. The normal powers and duties of the Board of Directors, including the management and operation of the corporation shall be conferred upon the President of the corporation.

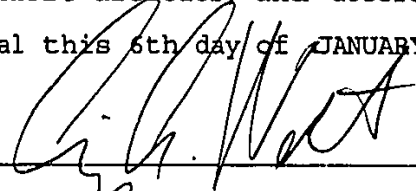
ARTICLE VII

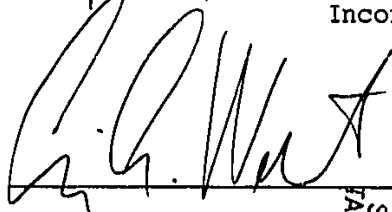
The initial President of the corporation shall be CRAIG A. WALTZER.

ARTICLE VIII

The sole incorporator of this corporation is CRAIG A. WALTZER of 20801 BISCAYNE BOULEVARD, SUITE 424, AVENTURA, FLORIDA 33180.

CRAIG A. WALTZER being the incorporator and CRAIG A. WALTZER being the registered agent, hereinabove names, for the purpose of forming a corporation for profit to do business both within and without the state of Florida, do hereby make, subscribe, acknowledge and file these articles, and accordingly have hereunto set my hand and seal this 6th day of JANUARY, 1997.

  
\_\_\_\_\_  
(SEAL)  
Incorporator

  
\_\_\_\_\_  
(SEAL)  
Registered Agent

98 JAN -7 PH 4:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA )

SS

COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared CRAIG A. WALTZER, to me known to be the person described as the registered agent and CRAIG A. WALTZER to be the person described as the incorporator, who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state named above, this 6th day of JANUARY, 1997.

Geraldine Cohen

Commission Expires:

