

P97000090690

From:

International Carrier Exchange
 8421 Baymeadows Way Ste 1
 Jacksonville, FL 32256

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. International Carrier Exchange, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 97 JAN 30 PM 4:52
 Sec'y
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2.3-97

Examiner's Initials CR

ARTICLES OF INCORPORATION
OF
INTERNATIONAL CARRIER EXCHANGE, INC.

97 JAN 30 PM 4: 52
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TALLAHASSEE FLORIDA

FIRST: The name of this corporation shall be INTERNATIONAL CARRIER EXCHANGE, INC. located at 8421 Baymeadows Way, Jacksonville, FL. 32256

SECOND: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things therein mentioned, as fully and to the same extent as any natural person might be likely to do or could do, and in any part of the world, viz:

This corporation may engage in or transact 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.

This corporation will primarily be engaged in the following business activities:

1. The corporation will engage in the telecommunications industry, marketing long distant services, telephone equipment and other telecommunication activities.

2. The corporations activities pertain to recruiting and managing marketing contractors and employees to promote its products.

3. Other corporate activities may include purchasing, leasing, funding, trading, bartering, advising and consulting for any lawful purpose, operating or assisting in operation of any commercial entity for profit, both for payment of monies and or acquiring equity in lieu of payment, buying, selling, bartering, trading of private issue stock in unlisted concerns, in any lawful endeavor.

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

5. To lend money and use its credit to assist it employees.

6. To purchase, take, receive, acquire, own, barter, trade, hold, vote, use employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with shares of other interests in other domestic or foreign corporations.

7. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state for the administration and

ARTICLES OF INC.: CALL AMERICA INC.

regulation of the affairs of the corporation.

8. To have and exercise all powers necessary or convenient to effect its purposes.

THIRD: The amount of the total authorized capital stock of this corporation is 1,000,000 (ONE MILLION) shares of no Par Value.

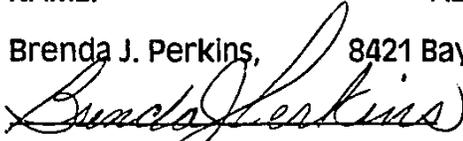
FOURTH: Duration of this corporation shall be until dissolved, perpetual.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME:

ADDRESS:

Brenda J. Perkins, 8421 Baymeadows Way, Jacksonville, FL 32256

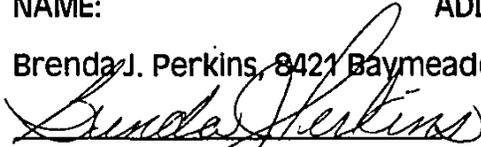


SIXTH: The powers of the incorporator is to terminate upon the filing of this certificate of incorporation, and the name and mailing address of the person who is to serve as director until the first annual meeting of stockholders or until their successors are duly elected and qualified are as follows:

NAME:

ADDRESS:

Brenda J. Perkins, 8421 Baymeadows Way, Jacksonville, FL 32256



SEVENTH: A quorum is hereby established to be a SINGLE incorporator, listed in SIXTH above, or assigned delegate(s), said assignment to be furnished in writing.

EIGHTH: The accounts and books of this corporation are to be held open for the inspection by any of the members of the board of directors, who shall request same, in writing by certified mail at least 15 (fifteen) days in advance. Inspection will take place in an acceptable place by all parties.

NINTH: The board of directors shall hold annual meeting during the first month of the fiscal year, which will begin on 1 (one) January each year. Any director may call a board meeting upon serving all other members in writing, via certified mail allowing at least 15 (fifteen) days advance notice.

TENTH: The director(s), subsequent to having obtained a majority of

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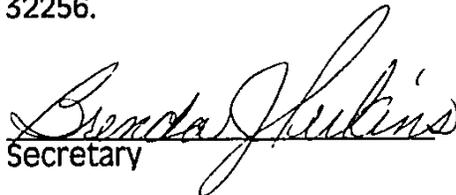
stock ownership, shall have power to make, amend or create the By-Laws, to obtain and use a corporate seal, establish the amount of reserve working capital and such other matters that usually described as routine functions of this corporation, such as establishing a line of credit, executing mortgages and liens without limit as to the amount upon the property and franchise of the corporation.

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

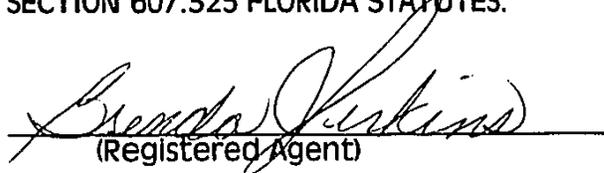
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **INTERNATIONAL CARRIER EXCHANGE, INC.**
2. The name and address of the registered agent and office is: **BRENDA J. PERKINS, 8421 Baymeadows Way, Jacksonville, FL 32256.**


Secretary

Date: January 27, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


(Registered Agent)

Date: January 27, 1997

ARTICLES OF INC.: CALL AMERICA INC.

**STATE OF FLORIDA
COUNTY OF DUVAL**

THE FOREGOING instrument was acknowledged and Sworn to before me this 27th day of January, 1997 by Brenda J. Perkins of INTERNATIONAL CARRIER EXCHANGE, INC.

Brenda J. Perkins

NOTARY PUBLIC

My Commission Expires:

Jonathan D. Woodside



JONATHAN D. WOODSIDE
My Comm Exp 8/25/97
Bonded By Service Ins
No. CC310833
 Personally Known Other I. D.

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SECY
TALLAHASSEE, FLORIDA