

FEB-12-97 WE

897000013754 P. 1

TEXESX97

FLORIDA DIVISION OF CORPORATIONS

12:47 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000002464 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: PHONEUSA ENTERPRISES, INC. AUDIT NUMBER.....H97000002464 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 4 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..
\$122.50 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 FEB 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 12 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/12/97
1/2

H97000002464

ARTICLES OF INCORPORATION
OF
PhoneUSA Enterprises, Inc.

FILED
97 FEB 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

PhoneUSA Enterprises, Inc.
220 Congress Park Drive, Suite 135
Delray Beach, Florida 33445

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$1.00	COMMON

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

This document prepared by:

M. ADAM BANKIER, ESQUIRE
Florida Bar No. 564737
MLK, BANKIER & PALMER
4800 North Federal Highway, #105B
Boca Raton, Florida 33431
Telephone: (561) 394-3733

H97000002464

H97000002464

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered agent and registered office of this Corporation shall be:

M. ADAM BANKIER, ESQUIRE
Elk, Bankier, Palmer & Christu
4800 North Federal Highway, Suite 200E
Boca Raton, Florida 33431

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the Corporation, who shall hold office for the first year or until her successor is duly elected and qualified, shall be:

Donna Pulik

220 Congress Park Dr., #135
Delray Beach, Florida 33445

ARTICLE VIII

The name and address of the incorporator is:

M. ADAM BANKIER, ESQUIRE
Elk, Bankier, Palmer & Christu
4800 North Federal Highway, Suite 200E
Boca Raton, Florida 33431

H97000002464

HP7000002464

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

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

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7th day of February, 1997.


M. ADAM BARKER, Incorporator

HP7000002464

H97000002464

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this
7 day of February, 1997, by M. ADAM BANKIER as Incorporator
of PhoneUSA Enterprises, Inc. on behalf of the Corporation, who
[☒] is personally known to me or
[] has produced _____ as identification.

[Signature]
Notary Public
State of Florida at Large

My Commission Expires
OFFICIAL NOTARY SEAL
PHYLLIS D WEDNER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0080450
MY COMMISSION EXP. AUG. 28, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED.

97 FEB 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

In compliance with the laws of the State of Florida, the
following is submitted:

First -- That PhoneUSA Enterprises, Inc. desiring to organize
under the laws of the State of Florida, has named M. Adam Bankier
as its statutory registered agent.

Having been named the statutory agent of the above Corpora-
tion at the place designated in this certificate, I hereby accept
the same and agree to act in this capacity, and agree to comply
with the provisions of Florida law relative to keeping the
registered office open.

[Signature]
M. ADAM BANKIER,
REGISTERED AGENT

H97000002464