

5688 Wind Drift Lane
Boca Raton, Fl. 33433
March 3, 1997

FL-391-3412

P970022044
Division of Corporations
State of Florida
P.O. Box 6327 (409 E. Gaines St.)
Tallahassee, Fl. 32314
800002103658-9
-03/04/97-01072-011
****122.50 ****122.50

Re: Filing Articles of Incorporation
PHONE CASH INC

Dear Sir or Madam

Enclosed please find the original and one copy of the articles of Incorporation for the above referenced Corporation, along with a check in the amount of \$122.50 representing your filing fee.

Would you kindly fill the original Articles of Incorporation and return a certified copy to the above address in the stamped envelope provided herewith.

Thank you for your attention to this matter.

FILED
9 MAR 14 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very Truly Yours

Phyllis Greenberg

3/11

Enclosure

FILED

97 MAR -4 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHONE CASH INC.

The undersigned hereby files these Articles of Incorporation for the purpose of forming a close corporation under the provisions of Part II, "Close Corporation," of Chapter 608, Florida Statutes 1970, as amended, and does hereby certify as follows:

ARTICLE I.

The name of this corporation shall be PHONE CASH INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

ELECTRONIC FUNDS TRANSFERS

2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To do and perform any and all other acts necessary or incidental to the lawful exercise of the business in which this corporation shall be engaged; and to have and exercise all other powers permitted or granted to corporations by the State of Florida.

ARTICLE III.

The total authorized capital stock of this corporation shall consist of 100 shares of common stock having a par value of \$10.00 per share per share fully paid and non-assessable. The amount of capital with which this corporation shall commence business shall be the sum of \$500.00.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The principal place of business of this corporation shall be in the City of *BOCA RATON, FL.* Florida, and said corporation shall have the right and privilege of establishing, operating and doing business in such states of the United States and foreign countries as the stockholder or stockholders may from time to time order and establish. The initial post office address of the principal office of this corporation shall be *SUITE #379, 7040 W. PALMETTO PARK ROAD #4, BOCA RATON, FL. 33433*. Said principal office may be changed from time to time as the stockholder or stockholders may determine.

ARTICLE VI.

The business of this corporation shall be managed and conducted by the stockholder or stockholders hereof rather than by a Board of Directors, all in accordance with the provisions of Part II of Chapter 608, Florida Statutes 1970, as amended, and in such capacity such stockholder or stockholders shall assume and be responsible for all of the liabilities and obligations of directors as provided by law.

The stockholder or stockholders, acting in lieu of a Board of Directors, shall appoint from time to time such officers for the conduct of the affairs of the corporation as such stockholder or stockholders deem necessary.

Until further action may be taken by the stockholder or stockholders, the following are the names of the stockholders who shall exercise the functions, duties and obligations of a Board of Directors: *ALLAN STEVEN GREENBERG*

Until further action of the stockholder or stockholders, the officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ALLAN STEVEN GREENBERG	SUITE 379 7040 W. PALMETTO PARK ROAD BOCA RATON, FL. 33433	PRESIDENT SECRETARY TREASURER

ARTICLE VII.

The name and post office address of the subscribing incorporator of this corporation, together with the capital stock subscribed by him the proceeds of which will amount to at least Five Hundred Dollars (\$500.00), is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>STOCK SUBSCRIBED</u>	
		<u>No. Shares</u>	<u>Amount</u>
ALLAN STEPHEN GREENBERG	SUITE 379 7040 W. PALMETTO PARK Rd. BOCA RATON, FL 33433	100	1,000

The undersigned, being the subscribers to the capital stock hereinbefore named,
do make and file these Articles of Incorporation hereby declaring and certifying
that the facts herein stated are true, and accordingly have hereunto set our hands
and seals this 3 day of MARCH, 1997.

Allen S. Greenberg (SEAL)

STATE OF FLORIDA)

COUNTY OF BROWARD)

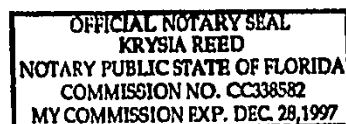
BEFORE ME, the undersigned authority, personally appeared ALLAN S.
GREENBERG, known to me to be the person described in and who
executed the foregoing Articles of Incorporation, and he acknowledged before me
that he subscribed and executed the same for the purposes and uses therein expressed.

WITNESS my hand and official seal at Boca Raton, Florida, in
said county and state this 3 day of March, 1997.

Krysia Reed
Notary Public

My Commission Expires:

(Seal)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

First--That PHONE CASH INC.

desiring to organize under the laws of the State of FLORIDA with its
principal office, as indicated in the articles of incorporation at City of BOCA
RATON, County of PALM BEACH, State of FLORIDA,
has named ALLAN STEVEN GREENBERG
located at Suite 379, 7040 W. PALMETTO PARK Rd #4
(street address and number of building, post office box not acceptable)
City of BOCA RATON (33433), County of PALM BEACH,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative to keeping open said office.

By

Allan S. Greenberg
(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JUL 11 1975
7:44 PM