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Floratel Communications, Inc.
2300 Palm Beach Lakes Boulevard
Suite 222
West Palm Beach, Florida 33409
(561)241-2912

FILED
97 MAR 12 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 1997

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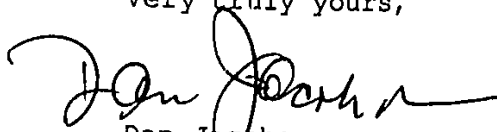
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above corporation along with a check in the amount of \$80.00 for corporate filing fee.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,


Dan Jacobson

DJ/dc
encl.

F. GREEN

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**ARTICLES OF INCORPORATION
OF
FLORATEL COMMUNICATIONS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Floratel Communications, Inc.

2. The period of its duration is perpetual.

3. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States of America, the State of Florida, and any other country or state in which it may from time to time have occasion to do business. In particular, the purpose of the corporation is to sell and distribute prepaid phone cards to businesses, individuals and governmental agencies as the law may permit.

4. The corporation shall have the authority to issue 1000 shares of stock, all of one class, which shall have a par value of \$1.00 per share.

5. The initial shareholders shall be:

<u>Name</u>	<u>Amount of shares</u>
Dan Jacobson	30
Estelle Jacobson	30
Leslie Jacobson	20
Janis Baranski	20

6. The address of the corporation's initial registered office is 2300 Palm Beach Lakes Boulevard, Suite 222, West Palm Beach, Florida 33409, and the name of it's initial registered agent at said address is Estelle Jacobson. The principal address is 2300 Palm Beach Lakes Boulevard, Suite 222, West Palm Beach, Florida 33409.

7. The number of directors constituting the initial Board of Directors of the corporation is two (2), whose names and addresses are:

<u>Name</u>	<u>Address</u>
Dan Jacobson	17268 Hampton Boulevard Boca Raton, Florida 33496
Estelle Jacobson	17268 Hampton Boulevard Boca Raton, Florida 33496

8. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dan Jacobson	17268 Hampton Boulevard Boca Raton, Florida 33496

9. Each and every shareholder shall have preemptive rights so as to maintain their respective percentage interests as hereinbefore set forth.

10. The initial officers of the corporation shall be:

Name**Office**

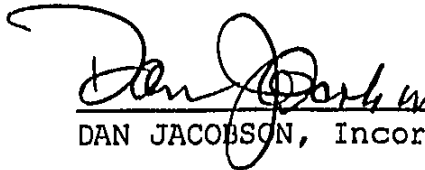
Dan Jacobson

President

Estelle Jacobson

Secretary/Treasurer

DATED this 27th day of February, 1997.


DAN JACOBSON, IncorporatedFILED
97 MAR 12 PM 2:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared DAN JACOBSON, who produced Florida Driver's License as identification, and who is the person described in and who subscribed the above Articles of Incorporation of FLORATEL COMMUNICATIONS, INC., he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purpose therein mentioned and set forth.

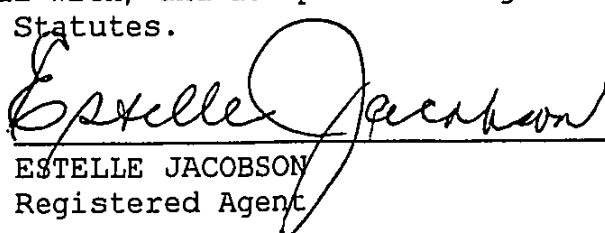
IN WITNESS WHEREOF, I have set my hand and official seal, at Boca Raton, in said County and State this 28 day of February, 1997.



"OFFICIAL SEAL"
Catherine L. Graves
My Commission Expires 11/7/2000
Commission #CC 599918


NOTARY PUBLIC - STATE OF FLORIDA**ACCEPTANCE BY REGISTERED AGENT**

I, ESTELLE JACOBSON, hereby accept appointment as registered agent for FLORATEL COMMUNICATIONS, INC., and hereby acknowledge that I am familiar with, and accept the obligations of Section 607.325, Florida Statutes.


ESTELLE JACOBSON
Registered Agent