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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: PHONECARD WHOLESALERS OF NEW YORK, INC.
071324000655

ACCT#:

CONTACT: ROLANDO TRUJILLO

PHONE: (305)541-0790

FAX #:

(305)541-4015

NAME: PHONECARD WHOLESALERS OF NEW YORK, INC.

AUDIT NUMBER.....H97000006016

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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TALLAHASSEE, FLORIDA

APR 14 1997

H97000006016

**ARTICLES OF INCORPORATION
OF**

FILED
97 APR 14 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHONECARD WHOLESALERS OF NEW YORK, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PHONECARD WHOLESALERS OF NEW YORK, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

342 Grand Canal Drive
Miami, FL 33144

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock, \$1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lizette Rodriguez
342 Grand Canal Drive
Miami, FL 33144

Prepared By: Lizette Rodriguez
342 Grand Canal Drive
Miami, FL 33144
Tel: (305) 541-8510

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Lizette Rodriguez, President
342 Grand Canal Drive
Miami, FL 33144

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9 day of April, 19 97.



Signature PRESIDENT

Signature

Signature

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FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

97 APR 14 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: PHONECARD WHOLESALERS OF NEW YORK, INC.

2. The name and address of the registered agent and office is:

Lizette Rodriguez

(Name)

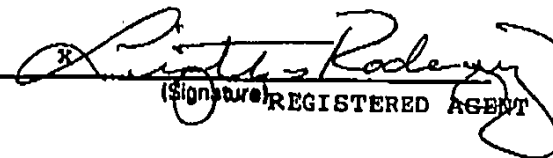
342 Grand Canal Drive

(P.O. Box not acceptable)

Miami, FL 33144

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature) REGISTERED AGENT

April 9, 1997

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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