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FLORIDA DIVISION OF CORPORATIONS

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FAX #: (904)

FROM: ARMANDO MOTES DE OCA
50000536

ACCT#: 0753

CONTACT: ARMANDO MONTES DE OCA
PHONE: (305) 819-3730
819-3032

FAX #: (305)

NAME: MENSCH, INC.

AUDIT NUMBER.....H97000006047

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

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PAGES..... 2

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

April 14, 1997

ARMANDO MONTES DE OCA
15280 NW 79TH CT, SUITE 251
MIAMI LAKES, FL 33016

SUBJECT: MENSH, INC.
REF: W97000008624

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

FAX Aud. #: W97000006047
Letter Number: 197A00018710

H97000006047 9

ARTICLES OF INCORPORATION OF

Mensh, Inc.

The undersigned subscriber to these articles of incorporation, being a natural person competent to contract, does hereby associate to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is Mensh, Inc.

ARTICLE II

The term of existence of this corporation is to be perpetual.

ARTICLE III

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

The marketing and developing of prepaid cellular phones to the retail public whom have poor credit. Distributorships and commercial sellers of cellular time will be the medium which this business will be promoted.

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

The aggregate number of shares of stock which this corporation shall have authority to issue is one hundred (100) shares of common stock with no par value, and consist of one class only. The consideration to be paid for each share shall be ten (\$10.00) dollars.

ARTICLE V

The amount of capital with which this corporation will begin business is one thousand (\$1,000.00) dollars.

ARTICLE VI

The initial post office address of this corporation is Martin E. Davis 9830 NW 2 Court Plantation, FL 33324. The Board of Directors from time to time may move the principal office of this corporation to any other address in the State of Florida.

Armando Montes de Oca
15280 NW 79th Court, Suite 251
Miami Lakes, FL 33016
(305) 819-3730

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ARTICLE VII

The names and post office address of the registered agents of this corporation are:

Martin E. Davis
9830 NW 2 Court
Plantation, FL 33324

ARTICLE VIII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to bylaws adopted by the stockholders.

ARTICLE IX

The name and post office of the initial director is:

Martin E. Davis
9830 NW 2 Court
Plantation, FL 33324

ARTICLE X

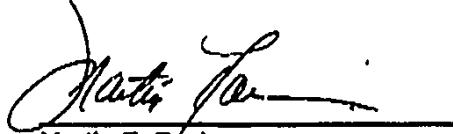
The name and post office address of the subscriber and sole incorporator of these articles of incorporation, the number of shares of stock agreed to be taken and the value of the consideration therefore (which value is not less than the amount of initial capital specified in Article V herein) are:

Martin E. Davis	100 shares	-\$1000.00
9830 NW 2 Court		
Plantation, FL 33324		

ARTICLE XI

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote, thereof.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Martin E. Davis
Registered Agent and Incorporator

H97000006047 9