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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: PRE-PAID CALLING SERVICES, INC.

AUDIT NUMBER.....H97000006341

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

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRE-PAID CALLING SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES I - NAME

The name of the Corporation is PRE-PAID CALLING SERVICES, INC.

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

Murray E. Shepard, Esq.
Shepard, Lockar & Levine, P.A.
409 S.E. 7th Street
Ft. Lauderdale, FL 33301
(954) 467-8660
FBN: 359750

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ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale of the cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Shepard, Leskar & Levine, P.A., 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Murray E. Shepard, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Two (Directors). The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

HOWARD ZALKIN
5950 Oakland Park Blvd. #200
Lauderhill, Florida 33313

BRADLEY R. GLASS
5950 Oakland Park Blvd. #200
Lauderhill, Florida 33313

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ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 5950 Oakland Park Blvd. #200
Lauderhill, FL 33313.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

BRADLEY R. GLASS
5950 Oakland Park Blvd. #200
Lauderhill, Florida 33313

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 10 day of April 1997.


BRADLEY R. GLASS, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and
County set forth above, personally appeared Bradley R. Glass, known to me to be the person who
executed the foregoing Articles of Incorporation, and who produced personally known
as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and
County aforesaid, this 10 day of April 1997.


Notary Public State of Florida

My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for PRE PAID CALLING SERVICES,

INC., as designated in the Articles of Incorporation, Murray E. Shepard, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 4-10-97

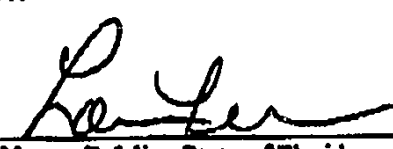
 Murray E. Shepard, Esq.

STATE OF FLORIDA)

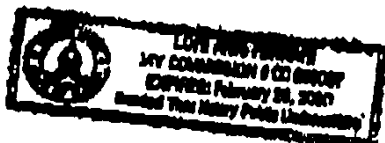
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, Esq., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced as personally known identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State of County aforesaid, this 10 day of April 1997.


 Notary Public State of Florida

My Commission Expires



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