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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NATIONAL PHONECARD DISTRIBUTORS, INC.  
AUDIT NUMBER.....H97000007585  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 6  
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ARTICLES OF INCORPORATION  
OF  
NATIONAL PHONECARD DISTRIBUTORS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: NATIONAL PHONECARD DISTRIBUTORS, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business which has to do with Sales and servicing of phonecards and other products

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 SHARES, each share having a par value of One (\$1.00) Dollar.

Authorized capital stock may be paid for in cash, services of property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

LEON R. MARGULES, ESQUIRE  
Entin & Margules, P.A.  
200 East Broward Boulevard  
Suite 1210  
Fort Lauderdale, Florida 33301  
Florida Bar No. 292877

(305) 935-0242

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ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal and registered office of this corporation is to be: 200 East Broward Boulevard, Suite 1210, Fort Lauderdale, Florida 33301

Leon R. Margules shall be the initial Registered Agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

- A. Manuel M. Ferrucho
- B. \_\_\_\_\_

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ARTICLE VIII. OFFICERS

A. The officers of the corporation shall be President, Vice-President and Secretary/Treasurer and such other officers as may be provided by the By-Laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

1. Manuel M. Ferrucho, President
2. Manuel M. Ferrucho, Secretary
3. Manuel M. Ferrucho, Treasurer

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

A. Manuel M. Ferrucho, 133 Southeast Second Avenue,  
No. 1, Hallandale, Florida 33069

B. \_\_\_\_\_

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

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Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 17<sup>th</sup> day of May, 1997.

  
MANUEL FERRUCHO

STATE OF FLORIDA     )  
COUNTY OF Brunswick     ) ss.

BEFORE ME, personally appeared Manuel Ferrucho, who is personally known to me or has produced as identification - Passport to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 17<sup>th</sup> day of May, 1997.

  
Notary Public, State of Florida  
At Large

My Commission Expires:

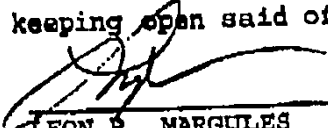
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ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the 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.

  
 LEON R. MARGULES

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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