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8/20/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
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NAME: PHONECARDS NATIONWIDE INC.  
AUDIT NUMBER.....H97000013741  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR F.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

PHONECARDS NATIONWIDE INC.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PHONECARDS NATIONWIDE INC.

The principal place of business of this corporation shall be 1500 W. CYPRESS CREEK ROAD #407 FT. LAUDERDALE, FL 33309.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1500 W. CYPRESS CREEK ROAD # 407 FT. LAUDERDALE, FL 33309. The name of the initial registered agent of the corporation at that address is MOHAMMAD A. DANA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for 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 thereof at the price at which it is offered to others.

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Prepared by  
Ace Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 558-2571

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ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have two officers/directors, initially. The name and street address of the initial officers/directors who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed are:

MOHAMMAD A. DANA - PRESIDENT/DIRECTOR  
1500 W. CYPRESS CREEK ROAD # 407  
FT. LAUDERDALE, FL 33309

NILOFER ISMAIL - VICE PRESIDENT/SECRETARY/DIRECTOR  
1500 W. CYPRESS CREEK ROAD # 407  
FT. LAUDERDALE FL 33309

ARTICLE VIII. SUBSCRIBER

The names and street address of the subscribers to these articles of incorporation is:

MOHAMMAD A. DANA  
1500 W. CYPRESS CREEK ROAD #407  
FT. LAUDERDALE, FL 33309

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19 day of ~~August~~ - 1997.

  
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MOHAMMAD A. DANA - SUBSCRIBER

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

  
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MOHAMMAD A. DANA - REGISTERED AGENT

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