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9/29/97

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: FIESTA PHONE CARD, INC.

AUDIT NUMBER..... H97000016164

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

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PAGES..... 3

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FILED 97 SEP 29 FH 4:05 SLOVEIANH OF STATE H970D0016164

ARTICLES OF INCORPORATION OF

FIESTA PHONE CARD, INC.

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

ARTICLE I NAME

The name of the corporation shall be: FIESTA PHONE CARD, INC.

The principal place of business of this corporation shall be: 11111 Biscayne Blvd. Tower –I Suite 118, Miami, Fl 33181

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

1,000 Shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Eric R. Harrison 11111 Biscayne Blvd. Tower I Suite 118 Miami, Fl 33181

Prepared by: Eric R. Harrison 11111 Biscayne Blvd. Tower I Suite 118 Miami, FL 33181 (305) 892-0442

ARTICLE VI INCORPORATORISI

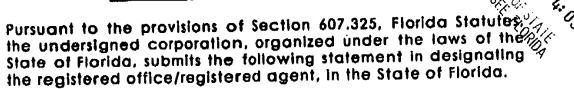
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Eric R. Harrison 11111 Biscayne Blvd. Tower I Suite 118 Mismi, FL 33181

Signature (s)

H97000016164

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE



1. The name of the corporation:
FIESTA PHONE CARD, INC.
2. The name and address of the registered agent and office is:
Eric R, Harrison
(P.O. BOX NOT ACCEPTABLE)
11111 Biscayne Blvd. Tower I Suite 118 Miami, FL 33181
(CITY/STATE/ZIP)
SIGNATURE Pur Pharison
TITLE Incorporator
DATE 9/26/97
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES. SIGNATURE DATE 9/26/97