

P97000090756

BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

W. LEE THUSTON
DIRECT DIAL (205) 458-5143
E-MAIL: LTHUSTON@BURR.COM

Post Office Box 830719
Birmingham, Alabama 35283-0719

(205) 251-3000
(205) 458-5100 (Fax)

FILED

97 OCT 20 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 17, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Prepaid Convenience Card, Inc.

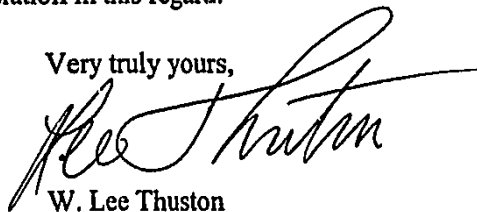
900002324859--5
-10/20/97--01161--014
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find an original and three (3) copies of the Articles of Incorporation of Prepaid Convenience Card, Inc. along with a check in the amount of \$70.00 to cover the filing fee. I would appreciate it if you would send me two filed copies of the Articles of Incorporation for my file. I have enclosed a stamped, self-addressed envelope for your convenience in sending them to me.

Please feel free to contact me at (205) 458-5143 should you have any questions concerning this request. Thank you for your consideration in this regard.

Very truly yours,


W. Lee Thuston

WLT/mra

Enclosure

P Hall OCT 22 1997

484235.1

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000

Huntsville
Regency Center
400 Meridian Street, Suite 204
Huntsville, Alabama 35801
(205) 351-0010

Atlanta
One Georgia Center
600 West Peachtree Street, Suite 1800
Atlanta, Georgia 30308
(404) 817-3536

**ARTICLES OF INCORPORATION
OF
PREPAID CONVENIENCE CARD, INC.**

FILED
97 OCT 20 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation that satisfies the requirements of Section 607.0401 is:

PREPAID CONVENIENCE CARD, INC.

SECOND: The address of the principal office and the mailing address of the corporation is: 1805 Richardson Place, Tampa, Florida 33606-3228.

THIRD: The period of its duration is perpetual.

FOURTH: The purposes for which the corporation is organized are as follows:

- (a) To engage in the business of promoting, marketing, selling, and otherwise dealing in prepaid cash and telephone calling cards;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, and other services of every nature, kind and character, which a corporation may legally render;
- (c) To engage in any merchantable, trading, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

SIXTH: The address of the initial registered office of the corporation is 1805 Richardson Place, Tampa, Florida 33606-3228, and the name of the registered agent at such address is George Palmer.

SEVENTH: The corporation is authorized to have up to five (5) directors. The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
George Palmer	1805 Richardson Place Tampa, Florida 33606-3228
W. Lee Thuston	3708 Mountain Park Drive Birmingham, Alabama 35213

EIGHTH: The name and address of the incorporator is:

FILED

Name

Address

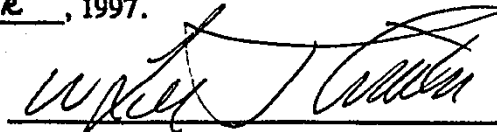
97 OCT 20 AM 11:01

W. Lee Thuston

Burr & Forman LLP
3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated this 2nd day of October, 1997.



W. Lee Thuston
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



George Palmer
Registered Agent

Date: 10/2/97

This document prepared by: W. Lee Thuston, Esq.
Burr & Forman LLP
3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203