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WILLIAM A. CAIN*
OF COUNSEL

November 25, 1997

*ALSO ADMITTED TO
ILLINOIS & TRIAL BAR
U.S. DIST. CT. SO.
DIST OF FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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*****78.75 *****78.75

Re: American Prepaid Distribution Corporation

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with our firm's check in the amount of \$78.75 which covers the following:

1. Filing Fee.....\$35.00
2. Registered Agent Fee..... 35.00
3. Certificate of Status..... 8.75

Total Amount Due.....\$78.75

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it, in the envelope which I have provided for your convenience. Thank you for your courtesy and cooperation with this matter.

Very truly yours,

CAIN & SNIHUR

By: 

William J. Snihur, Jr.

97 DEC - 1 PM 12:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WJS/s
Encs.

Q112-3-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN PREPAID DISTRIBUTION CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: AMERICAN PREPAID DISTRIBUTION CORPORATION.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to be promotion and marketing of pre-paid telephone cards.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, as follows:

GREGORY S. VICK	37.5 SHARES
WILLIAM JUDD, III	37.5 SHARES
DANIEL SUSTER	25 SHARES

ARTICLE V

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 or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:

659 North Bayshore River Drive
Miami, Florida 33169

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1550 N.E. Miami Gardens Drive, Suite 304, North Miami Beach, Florida 33179, and the name of the initial registered

agent of this corporation at that address is William J. Snihur, Jr., Esq.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. 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. The name and address of the initial directors are:

GREGORY S. VICK
659 N. Biscayne River Drive
Miami, Florida 33169

WILLIAM JUDD, III
659 N. Biscayne River Drive
Miami, Florida 33169

DANIEL SUSTER
659 N. Biscayne River Drive
Miami, Florida 33169

ARTICLE IX

OFFICERS

The name and address of the initial officers of the corporation are:

DANIEL SUSTER
659 N. Biscayne River Drive
Miami, Florida 33169

PRESIDENT/SECRETARY/TREASURER

ARTICLE X

INCORPORATOR

The name and address of the person signing theses Articles is:

DANIEL SUSTER
659 N. Biscayne River Drive
Miami, Florida 33169

ARTICLE XI

BY-LAWS

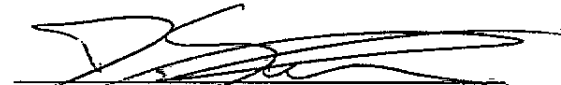
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

AMENDMENTS

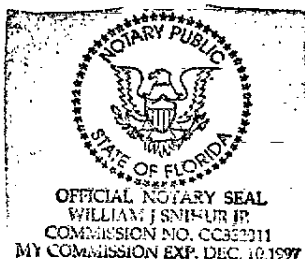
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber, hereunto executed these Articles of Incorporation, this 25th day of November, 1997.


DANIEL SUSTER

STATE OF FLORIDA }
 }
COUNTY OF DADE }

Sworn to and subscribed before me this 25th day of November, 1997 by DANIEL SUSTER.




Signature of Notary Public


William J. Smith Jr.
Print Name of Notary

Personally Known For Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 25th day of November, 1997.



Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA