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Management & Services Corp. of USA
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1148 Carambola Cir.
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33406

The Secretary of State

Dated 01-22-98

Division of Corporation,

Tallahassee, Florida

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-01/26/98--01040--006
*****70.00 *****70.00

Dear Sir / Madam

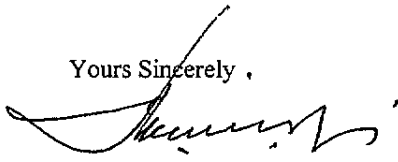
Please find enclosed herewith Article of Incorporation for our clients named (1) "Pompano Flamer's

Charburger Inc. (2) Ahmed Phone Card Inc.

The required fees are enclosed respectively. Please send us the copis at your earliest

Thanking you

Yours Sincerely ,



(Syed Sharfi)

OB
1-27-98

ARTICLE OF INCORPORATION
of

Ahmed Phone Card Inc.

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1

NAME OF CORPORATION

The name of Corporation shall be :

Ahmed Phone Card Inc.

ARTICLE 11

Ahmed Phone Card Inc.

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

- (A) To merchandise, sell, offer for sale and distribute at wholesale and retail any merchandise of all kinds and descriptions, whether in bulk, package, bottle or can including, Ice cream, beverages, grocery, fabrics, Gasoline, carpets, handicrafts, handloom, spices, Electronics goods, of all kinds and for all purposes.
- (B) For itself or as agent or correspondent for others to manage Estates and properties and a general real estates and rental business, including the buying, selling, leasing, improving and dealing in lands and tenements, and the constructions and selling of houses and buildings.
- (C) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others.
- (D) To buy, sell, trade or deal in any kind of goods, wares and merchandise.
- (E) To organise or cause to be organised under the laws of the State of Florida or any other state, district, territory, province, or Governments, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.
- (G) To be engaged in Services such as Exports & Imports, Investments, Employment Agency, Real Estates, and such Services which are allowed by the State of Florida.
- (H) To engage in or conduct any lawful business permitted by the laws and Statutes of the State of Florida.

**ARTICLE 111
CAPITAL STOCKS**

The authorized Capital Stocks of this Corporation shall be:
500 of Shares of Common Stock at \$ 1.00 par value.

**ARTICLE 1V
INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this Corporation is: 4727 Myrtle Lane West Palm Beach, Fl 33417. The name of the initial Agent of this Corporation is Idrish Ahmed and his street address is 4727 Myrtle Lane, West Palm Beach., Fla 33417

**ARTICLE V
CORPORATE EXISTENCE**

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The Corporation shall have a principal place of business and shall have the privileges of having branch offices within the State of Florida, and within or without the United States Of America. Initially, the principal place of business the Corporation shall be 4727 Myrtle Lane West Palm Beach, Fla 33417

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the Corporation shall be managed, and its Corporate power exercised, by a Board of not less than 1 nor more than 3 Directors. The exact number shall be established by the BYLAWS, provided that the initial Board of Directors shall consist of 1 member. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Directors. Directors Meetings may be held within or without the State. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone Conference, or similar communication equipment, by which all persons participating in the meeting can hear each other is used.

**ARTICLE VIII
OFFICERS**

The officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer, and other officers and Agent as many be provided for by the By-Laws of this Corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

**ARTICLE IX
INITIAL OFFICERS AND DIRECTORS**

The names and street address of the first Board of Directors and Officer of the Corporation who shall hold office, until their Successors are chosen shall be :

1. Idrish Ahmed , President
 4727 Myrtle Lane
 West Palm Beach, Fla 33417

**ARTICLE X
RESTRICTIONS ON SALE OR TRANSFER OF STOCKS**

The Corporation and or Shareholders of the Corporation may enter into any agreement restricting the sale or transfer of shares of stocks in this Corporation which is authorized under the Law of Florida.

**ARTICLE XI
INDEMNIFICATION**

Each Directors and Officers of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claims, demand, action, suit or proceedings in which he may be involved or to which he may be made a part by reason of his being or having been made Director or Officers of the Corporation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty as such officer or director. Such right of indemnifications shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of Law, and the rights of indemnification shall be inure to the benefit of the heirs, executors and the Administrators of any such Director or Officer.

ARTICLE X11
AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter or repeal any provisions contained in the Articles of Incorporation in manner now or hereafter prescribed by the Statutes of the State Florida, and all rights and powers conferred on Directors, Officers and Stockholders herein are granted subject to this reservations; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented by a majority of the Stockholders of the Corporation entitled to vote thereon present at any Stockholders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

ARTICLE X111
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is :

Idrish Ahmed President
4727 Myrtle Lane
West Palm Beach, Fla 33417

The undersigned has(have) executed these Article of Incorporation this 20th day of January, 1998

Idrish Ahmed

Idrish Ahmed, President

The undersigned, Idrish Ahmed registered agent in the Article of this Incorporation, hereby accepts the appointment as such registered agent and acknowledges familiarity with and accepts the obligation imposed upon registered agents under, the Florida Business Corporation Act, including specifically section 607.0505

Idrish Ahmed
Idrish Ahmed 01-20-98