OFFICE USE ONLY (Document #) LAZARUS CORPORATE FILING SERVICE, INC. (Requestor's Name)	2000024287623
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MIAMI, FLORIDA (305)552-5973	The state of the s
(City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE	OFFICE USE ONLY
CORPORATION NAME(S) & DOCUMENT NUM	BER(S) (if known):
1. ALL STARS PHONE (Corporation Name)	(Document #) (Document #) (Document #) (Document #) (Document #)
2. (Corporation Name)	(Document #)
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(Corporation Name)	Certified Copy
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NEW FILINGS Profit NonProfit Limited Liability Domestication Other AMENDM Amendment Resignation of Change of Regination/With Merger	R.A., Officer/Director stered Agent
OTHER FILNGS Annual Report Fictitious Name Name Reservation REGISTRAF QUALIFICATI Foreign Limited Partner Reinstatement Trademark Other	rship 112

ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation of a Corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this Corporation (Which is hereinafter called the "Corporation" is:

ALL STARS PHONE CARDS, INC.

ARTICLE II

This Corporation shall exist perpetually. Corporation existence shall begin on the day upon which these Articles are approved by the Secretary of the State of Florida.

ARTICLE III

The purpose of this Corporation is to transact any or all lawful businesses for which Corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

This Corporation is authorized to issue Five Hundred (500) Shares of Common Stock, which said shares shall have a par value of Ten (\$ 10.00) Dollars per share upon issuance.

ARTICLE V

The principal place of business of this Corporation shall be at

10311 SW 56 STREET MIAMI, FLORIDA 33165 with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

The initial registered agent of this Corporation upon whom process may be served is:

LOUIS F. CAST

and the initial registered office is located at : 10311 SW 56 STREET MIAMI, FLORIDA 33165

ARTICLE VII This Corporation shall have $_{\rm ONE}$ director(s) initially. The number of directors shall be fixed by laws and may be changed from time to time.

ARTICLE VIII

The name and street addresses of the initial director(s) of this Corporation are: WILLIAM DELGADO 3901 NORTH 40 AVENUE HOLLYWOOD, FLORIDA 33021

The aforesaid director(s) shall hold office for the year of this Corporation's existence or untill a successor is chosen as provided for in the bylaws.

The initial officers of this Corporation and their addresses are:

President: WILLIAM DELGADO 3901 NORTH 40 AVENUE HOLLYWOOD, FL 33021

Vice-President : WILLIAM DELGADO 3901 NORTH 40 AVENUE HOLLYWOOD, FL 33021

Treasurer : JOSE A. DELGADO 3901 NORTH 40 AVENUE HOLLYWOOD, FL 33021

Secretary : WILLIAM DELGADO 3901 NORTH 40 AVENUE HOLLYWOOD, FL 33021

ARTICLE IX

The name and street address of the incorporator(s) is/are:

WILLIAM DELGADO 3901 NORTH 40 AVENUE HOLLYWOOD, FL 33021

The undersigned has executed these Articles of Incorporation this 09 day of FEBRUARY ,19978

Signature / Title
WILLIAM DELGADO / PRESIDENT
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1.The	name	of the	Corpo	ration :	is : _.	ALL	STARS	PHONE	CARDS	.INC.
				of the						
		de 1841			v <u>-</u> .,,	Sign	ature	<u></u> :	J_5) (

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 provissions 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.

Date : 02/09/98

Registered Agent LOUIS F. CAST

98 FEB 12 PM IZ: 13