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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HELLER CAPITAL, INC.

ACCT#: 105114002375

CONTACT: MICHAEL HELLER

PHONE: (954)475-8484

FAX #: (954)475-1125

NAME: BUDGET LONG DISTANCE SERVICES, INC.

AUDIT NUMBER.....H98000009306

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-11296

5/19/98

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98 MAY 19 AM 9:48

CERTIFICATE OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-of-

BUDGET LONG DISTANCE SERVICES, 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 said State of Florida.

ARTICLE I

The name of this corporation shall be:

BUDGET LONG DISTANCE SERVICES, INCARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

410 E HALLANDALE BEACH BLVD
HALLANDALE, FL 33009

H98000009306

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322

954-475-8484

P.02

954-475-1125

MAY-19-98 08:37A HELLER CAPITAL, INC.

ARTICLE VII

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The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the First Board of Directors of this Corporation are as follows:

LINDA LANDAU410 E HALLANDALE BEACH BLVDHALLANDALE FL 33009ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:

LINDA LANDAU410 E HALLANDALE BEACH BLVDHALLANDALE FL 33009ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, LINDA LANDAU AND N/A, both being natural persons, competent to contract, have hereunto set their hands and seals this 18 day of MAY 1998.

[Signature]

H98000009306

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322
954-475-8454

From :

PHONE No. :

H98000009306

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT BUDGET LONG DISTANCE SERVICES, INC.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 410 E HALLANDALE BEACH BLVD
(Business Address, City and State)
HALLANDALE FL 33009

HAS NAMED LINDA LANDAU
(Name of Registered Agent)

LOCATED AT 410 E HALLANDALE BEACH BLVD
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF HALLANDALE, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE
(City)

OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)

TITLE PRESIDENT

DATE 5 18 98

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 
(REGISTERED AGENT)

DATE 5 18 98

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$2.00 for this certificate)

Heller Capital, Inc.
1214 N. University Drive
Plantation, FL 33322
954-567-8484

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