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JOAN CASASANTA
1909 TYLER STREET, 3rd FLOOR
HOLLYWOOD, FLORIDA 33020
(954) 927-7770

July 7, 1998

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

RE: DIALTECH ASSOCIATES, INC.
PREPAID RESOURCES, INC.
PREPAID TELCOM, INC.

Dear Sirs:

Enclosed please find duplicate notarized and executed Articles of Incorporation for the above referenced entities, along with three checks in the amount of \$70.00.

Please forward your acceptances in the enclosed prepaid Federal Express envelope along with our Florida Charter Numbers at your earliest convenience.

Sincerely,


enclosure

APPROVED
AND
FILED
98 JUL -9 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF DIALTECH ASSOCIATES, INC.

ARTICLE I

The name of this corporation shall be as follows: DIALTECH ASSOCIATES, Inc. and the initial principal office of this Corporation shall be: 1909 Tyler Street, 3rd Floor, Hollywood, Florida 33020.

ARTICLE II

The commencement of existence of the corporation shall be the date of filing.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers: to have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
To purchase, take, receive, lease or otherwise acquire, own, hold improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated

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To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

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 of other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates or interest as the corporate may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

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

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any persons who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The corporation shall have authority to issue 5,000 shares of common stock, and such shares have a \$.01 par value.

ARTICLE V

The street address, principal office and initial registered office of the corporation shall be 1909 Tyler Street, 3rd Floor, Hollywood, Florida. The office of the registered agent of the corporation shall be 1909 Tyler Street, 3rd Floor, Hollywood, Florida and the initial registered agent at said address shall be JOAN CASASANTA, who hereby is familiar with, and accepts the duties and responsibilities as registered for this corporation.

ARTICLE VI

There shall be no initial Board of Directors. The normal powers and duties of the Board of Directors, including the management and operation of the corporation shall be conferred upon the President of the corporation.

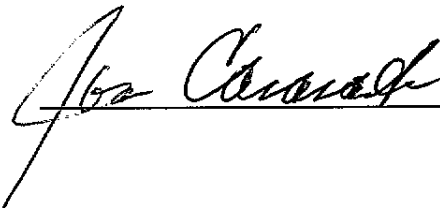
ARTICLE VII

The initial President of the corporation shall be JOAN CASASANTA.

ARTICLE VIII

The sole incorporator of this corporation is JOAN CASASANTA of 1909 Tyler Street, 3rd Floor, Hollywood, Florida 33020.

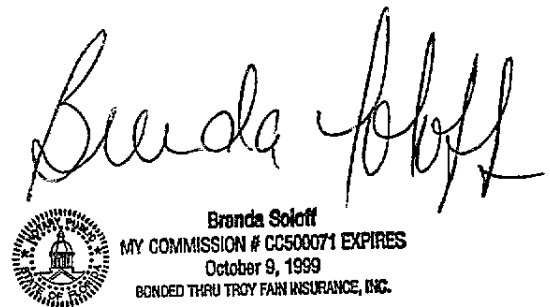
JOAN CASASANTA being the incorporator and JOAN CASASANTA being the registered agent, hereinabove names, for the purpose of forming a corporation for profit to do business both within and without the state of Florida, do hereby make, subscribe, acknowledge and file these articles, and accordingly have hereunto my hand and seal this 7th day of July, 1998.

 (SEAL)
Incorporator

____ (SEAL)
Registered Agent

STATE OF FLORIDA)

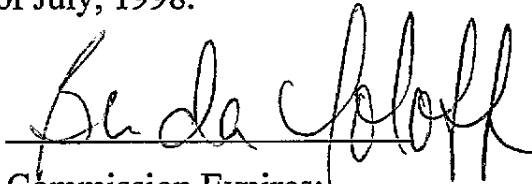
SS



COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgements, personally appeared JOAN CASASANTA, to me known to be the person described as the registered agent and JOAN CASASANTA to be the person described as the incorporator, who executed the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the county and
state named above, this 7th day of July, 1998.


Commission Expires:



Branda Soloff
MY COMMISSION # CC500071 EXPIRES
October 9, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

APPROVED
AND
FILED

98 JUL -9 AM 8:148
SECRETARY OF STATE
TALLAHASSEE, FLORIDA