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FLORIDA DIVISION OF CORPORATIONS
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FROM: ACE INDUSTRIES, INC.
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NAME: PHONECARD DEPOT, INC.

AUDIT NUMBER.....H98000018634

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

CERT. OF STATUS..0

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FROM : F. GUTTA, CPA

PHONE NO. : 954 452 8359

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**ARTICLES OF INCORPORATION
OF
PHONECARD DEPOT, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PHONECARD DEPOT, INC.

The principal place of business of this corporation shall be 3300 University Drive, Suite #306, Coral Springs, Florida 33065.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3300 University Drive, Suite #306, Coral Springs, Florida 33065. The name of the initial registered agent of the corporation at that address is ROBERT KATAN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

H98-18634

Prepared by Frank Gutta, CPA, PA
300 NW 82nd AVENUE, #506
Plantation, FL 33324 (954) 452-8813

FROM : F. GUETA, CPA

PHONE NO. : 954 452 8339

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ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer/director, initially. The name and street address of the initial officer/director who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed is:

ROBERT S. CATAN - PRESIDENT / DIRECTOR
3300 UNIVERSITY DRIVE SUITE # 306
CORAL SPRINGS, FLORIDA 33065

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

ROBERT S. CATAN
3300 UNIVERSITY DRIVE SUITE #306
CORAL SPRINGS, FLORIDA 33065

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7th day of October, 1998.


ROBERT S. CATAN - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


ROBERT S. CATAN - REGISTERED AGENT

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