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PETER B. CAGLE, P.A. FILED

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6701 Sunset Drive, Suite 103
South Miami, Florida 33143
Phone: 305-666-8509
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 29, 1998

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***122.50 ***78.75

Florida Department of State
DIVISION OF CORPORATIONS
409 East Gains Street
Tallahassee, FL 32399

Re: WORLD ACCESS DISTRIBUTING CORPORATION

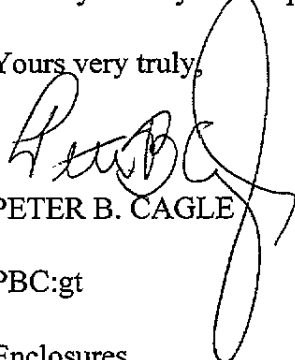
To Whom It May Concern:

Enclosed please find the Certificate of Incorporation of WORLD ACCESS DISTRIBUTING CORPORATION, along with an extra copy to return certified, the Registered Agent Designation and Acceptance as well as the \$122.50 filing fee made payable to Secretary of State.

Also enclosed is a pre-paid ^{ops} Fedex envelope/airbill for the return of the same at your most earliest convenience.

Thank you for your cooperation.

Yours very truly,


PETER B. CAGLE

PBC:gt

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

WORLD ACCESS DISTRIBUTING CORPORATION

We, the undersigned, PETER B. CAGLE and GWENDELINA THOMAS hereby execute this instrument for the purpose of becoming incorporated under the laws of the State of Florida and do hereby adopt the following:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation shall be:

WORLD ACCESS DISTRIBUTING CORPORATION

ARTICLE II

The general nature of the business of the corporation shall be to engage in any activities or business permitted under the laws of the United States and Florida. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, to purchase, acquire, erect and construct, make improvements on buildings or machinery, stores or works, insofar as the same may be appurtenant

to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate or whose stock the company under the laws of this State and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possession of the property suitable for any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

ARTICLE III

The maximum number of shares which the corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share, to be fully paid and non-assessable, and to be issued and sold for such consideration as may be fixed by the Board of Directors, but not less than the par value thereof, there shall be no preemptive rights.

ARTICLE IV

The amount of the capital with which this corporation shall begin is One Thousand and 00/100 (\$1,000.00) Dollars

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal/registered office will be 6701 Sunset Drive, Suite 103, South Miami, Florida 33143, and the registered agent at the same address shall be PETER B. CAGLE.

ARTICLE VII

The number of directors of this corporation shall not be less than two (2).

ARTICLE VIII

The names and post office addresses of the first Board of Directors, which shall consist of two (2) members who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PETER B. CAGLE	6701 Sunset Drive, Suite 103 South Miami, Florida 33143
GWENDELINA THOMAS	6701 Sunset Drive, Suite 103 South Miami, Florida 33143

All of said Directors are of full age and all of them are citizens of the United States.

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares of stock which agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
PETER B. CAGLE	6701 Sunset Drive, Suite 103 South Miami, Florida 33143	500
GWENDELINA THOMAS	6701 Sunset Drive, Suite 103 South Miami, Florida 33143	500

ARTICLE X

The names and post office addresses of the officers who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

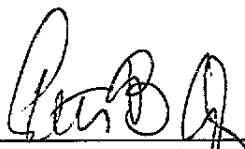
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
PETER B. CAGLE	President/Secretary	6701 Sunset Drive, Suite 103 South Miami, Florida 33143
GWENDELINA THOMAS	Vice-President Treasurer	6701 Sunset Drive, Suite 103 South Miami, Florida 33143

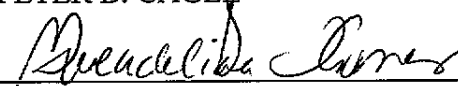
ARTICLE XI

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meeting of the stockholders, and the following officers: a President; one or more Vice-Presidents; a Secretary and Treasurer, all of whom shall be chosen by the Board of Directors and shall hold their offices for one year or until their successors are elected and qualified. This corporation may also have such assistant secretaries and assistant treasurers, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such term, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. No officer, except

the President, need be a director of the corporation. Any person may hold two or more offices, except the President shall not also be the Secretary or an Assistant Secretary.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate of Incorporation this 29th day of October, 1998.



PETER B. CAGLE


GWENDELINA THOMAS

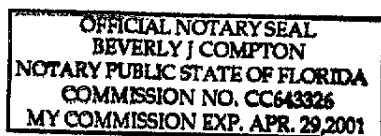
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, BEVERLY J. COMPTON, a Notary Public in and for the State of Florida at Large, do hereby certify that on this day before me personally appeared PETER B. CAGLE and GWENDELINA THOMAS, each to me well known and known to me to be the persons who executed the foregoing Certificate of Incorporation, and they severally acknowledged that they signed and executed the same for the uses and purposes therein expressed and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of October, 1998.

(Seal)




By:
NOTARY PUBLIC STATE OF
FLORIDA AT LARGE

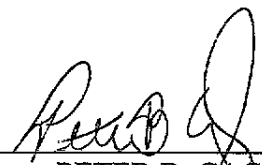
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First --that **WORLD ACCESS DISTRIBUTING CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named **PETER B. CAGLE**, located at 6701 Sunset Drive, Suite 103, City of South Miami, County of Dade, State of Florida, as its agent to accept services or process within this state.

ACKNOWLEDGEMENT:


Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


By: **PETER B. CAGLE**

SWORN TO AND SUBSCRIBED before me this 29th day of October, 1998, by **PETER B. CAGLE**, who is personally known to me and who did not take an oath.

(Seal)




By: **Gwendelina Thomas**
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

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