

P98000095835

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

FILED
98 NOV 13 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA PHONE CARDS, INC.

(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

400002686994

3. _____
(Corporation Name)

(Document #)

-11/13/98-01052-015

4. _____
(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
98 NOV 13 AM 11:00
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
USA PHONE CARDS, INC.

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ARTICLE I

The name of the corporation is USA Phone Cards,
Inc.

ARTICLE II - Purpose

This corporation is organized for the purpose of transacting any or
all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 600 shares of One Dollar
(\$1.00) par value common stock, which shall be designated as "Common
Shares".

ARTICLE IV - Preemptive Rights

Every shareholder, upon the sale for cash of 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 prorata share thereof (as nearly as may
be done without issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE V - Initial Principal Office and Agent

The street address of the initial principal office of this corporation
is 4790 S.W. 146th Court, Miami, FL. 33175, and the name of the initial
registered agent of this corporation at that address is Eduardo Dennis.

ARTICLE VI - Initial Board of Directors

This corporation shall have 4 director (s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director (s) of the corporation is/are:

EDUARDO DENNIS
7445 S.W. 147th Street
Miami, FL. 33158

LIANA DENNIS
7445 S.W. 147th Street
Miami, FL. 33158

ROMAN HERNANDEZ
4790 S.W. 146th Court
Miami, FL. 33175

ELOISA HERNANDEZ
4790 S.W. 146th Court
Miami, FL. 33175

ARTICLE VII - Initial Officers

The name and address of the initial officers of the corporation are:

President :

EDUARDO DENNIS
7445 S.W. 147th Street
Miami, FL. 33158

Treasurer:

LIANA DENNIS
7445 S.W. 147th Street
Miami, FL. 33158

Vice President:

ROMAN HERNANDEZ
4790 S.W. 146th Court
Miami, FL. 33175

Secretary:

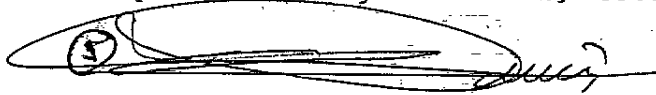
ELOISA HERNANDEZ
4790 S.W. 146th Court
Miami, FL. 33175

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

EDUARDO DENNIS
7445 S.W. 147th Street
Miami, FL. 33158

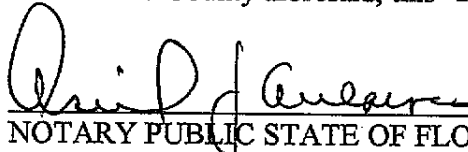
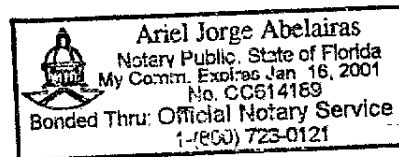
IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 12day of November, 1998.



STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to
takeacknowledgments in the State and County setforth above personally
appeared, EDUARDO DENNIS known to me and known by me to
be the person who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this 12day of
November, 1998.


NOTARY PUBLIC STATE OF FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Persuant 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 corporation is: **USA Phone Cards, Inc.**
2. The name and address of the registered agent and office is:
EDUARDO DENNIS
4790 S.W. 146TH COURT
MIAMI, FL 33175

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

TITLE

DATE 11-12-98

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 PROVISIONS 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.

SIGNATURE

DATE

11-12-98

REGISTERED AGENT FILING FEE: \$35.00