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FLORIDA PROFIT CORPORATION OR P.A.

TELECARDS DIRECT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
TELECARDS DIRECT, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is **TELECARDS DIRECT, INC.** The address of the corporation is 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314.

ARTICLE II

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

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

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 60 shares of Common Stock of a par value of NONE. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

Prepared by:  
Eli Kaplan FBN-472417  
999 Ponce de Leon Blvd # 20  
Coral Gables, FL 33134  
(305) 445-2727

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#### ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314. The name of the initial registered agent of this corporation is **MICHAEL GHERMAN** of 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314.

#### ARTICLE VI

The corporation shall have two (2) director(s) initially, to be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation. The initial director(s) are **Michael Gherman**, and **David Ackerman**, each of 3721 SW 47 Avenue, Suite 302, Ft. Lauderdale, Florida, 33314.

#### ARTICLE VII

The name and address of the incorporator(s) to these Articles of Incorporation is **MICHAEL GHERMAN** of 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314, and **DAVID ACKERMAN** 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, 33314.

#### ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

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ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 6 day of January, 1999.

  
MICHAEL GHERMAN

  
DAVID ACKERMAN

Prepared by: Steven L. Miller, Esquire  
KAPLAN & MILLER, P.A.  
999 Ponce de Leon Blvd., Suite 20  
Coral Gables, Florida 33134 F.B.No.: 651184

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

First, **TELECARDS DIRECT, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has designated **MICHAEL GHERMAN** 3721 S.W. 47 Avenue, Suite 302, Ft. Lauderdale, Florida 33314 as its agent to accept service of process within this State. 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:

  
**MICHAEL GHERMAN**  
 Registered Agent

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