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Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

EMPIRE

SUBJECT: TELECARD INTERNATIONAL CORP.
REF: W99000005812

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ARTICLES OF INCORPORATION
OF
TELECARD INTERNATIONAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is TELECARD INTERNATIONAL CORP.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is five hundred (500) shares of common stock at a par value of one dollar (\$1.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

Prepared By:
Carlos Garcia, Esquire
Fla. Bar No. 0462100
265 Sevilla Avenue
Coral Gables, FL 33134
(305) 447-6609

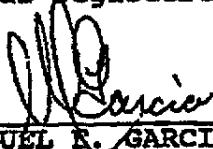
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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1300 N.E. Miami Garden Drive Apt. 712, North Miami, FL 03179 and the initial registered agent of this corporation at such address is Manuel E. Garcia.

Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.


MANUEL E. GARCIA, Registered Agent

ARTICLE VI. INCORPORATION

The name and address of the person signing these articles is Manuel E. Garcia, 1300 N.E. Miami Garden Drive Apt. 712, North Miami, FL 03179.

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 6555 N.W. 36 Street #113, Miami, FL 33166.

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

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

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and addresses of the initial director is Manuel E. Garcia, 1300 N.E. Miami Garden Drive Apt. 712, North Miami, FL 03179.

ARTICLE XI. AMENDMENT

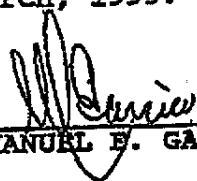
The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and

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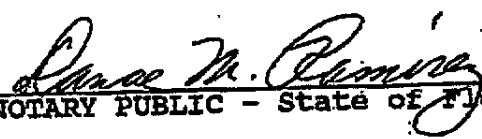
all rights conferred upon by Shareholders herein granted herein subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 8th day of March, 1999.


MANUEL E. GARCIA

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8th day of March, 1999, by Manuel E. Garcia.


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OR Produced Identification

Type of Identification Produced



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