

P99000033906
TRANSMITTAL LETTER

To: Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Subject: Direct Connection International, Inc

Dear Sir or Madam:

Enclosed, is the original and one (1) copy of the Articles of Incorporation and a check for \$ 78.75 payable to Secretary of State.

For the purposes of this receipt and certificate, please return them to:

Alexander Hall in the enclosed, prepaid private carrier packages. The number to call for pickup by my private carrier is:

1-800-463-3339

FROM:

Alexander Hall
5113 North Davis Blvd Suite 24
Pensacola, Florida 32503
(850) 475-8010

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-04/12/99-01151-016
*****78.75 *****78.75

FILED
99 APR 12 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 14 1999

ARTICLES OF INCORPORATION
DIRECT CONNECTION INTERNATIONAL, INC

FILED

99 APR 12 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE of Florida, Tallahassee, Florida

The undersigned, whose residence address is 5113 North Davis Highway Suite 24 Pensacola Florida 32503 as sole incorporator, does hereby form and establish a corporation for profit under the Laws of the State of Florida.

FIRST The corporation name is : DIRECT CONNECTION INTERNATIONAL, INC.

SECOND The location and mailing address of its principal place of business in this state is 5113 North Davis Highway Suite 24 Pensacola Florida 32503. The name and location of the county is Escambia.

THIRD The name and address of its registered agent in the State of Florida is Alexander Hall, 5113 North Davis Highway Suite 24 Pensacola Florida 32503

FOURTH The name and address of its incorporator in the State of Florida is Alexander Hall, 5113 North Davis Highway Suite 24 Pensacola Florida 32503

FIFTH The corporation is organized for profit and the nature of its business, and the objects or purposes to be transacted, promoted, or carried on are as follows:

1. To establish, own, operate and manage a phone card sales and distributi business. The company will sell, display and distribute phone calls an enter into agreements with retail and commercial businesses primarily i Florida.
2. To borrow money, to lend, advance money or extend credit to such persons, firms, and corporations and on such terms as may seem expedient.
3. To engage in any lawful act or activity for which corporations may be engaged under the Florida Corporation Code now existing or may hereafter be ammended.
4. To enter into, make and perform contracts of every kind and description with any persons, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof and without limits as to amount, including but not limiting the foregoing contracts to indemnity against claims, actions, and liabilities incident to and arising out of the conduct and operation of any of its business affairs, and including the right to draw, make, accept, endorse, discount, execute and issue promissory notes, bonds, drafts, bills of exchange, debentures, warrants and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise so far as may be permitted by the laws of the State of Florida.

ARTICLES OF INCORPORATION: DIRECTION CONNECTION INTERNATIONAL, INC

5. To borrow or raise moneys for any of the purposes of the corporation, and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance of assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
6. To buy, sell, or otherwise deal in notes, open accounts, and other similar evidences of debt, or to loan money and take notes, open accounts, and other similar evidences of debt as collateral security therefore.
7. To purchase, hold, sell and transfer the shares of its own capital stock in the manner and to the extent permitted by the laws of the State of Florida from time to time, and to enter into, make and perform stock purchases, stock retirement and stock option agreements with one or more of its stockholders; provided, however, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.
8. To do all or any of the things herein set out and all things incident and proper in connection therewith to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise carry on any other business permitted by the corporations, and to have and exercise all of the powers conferred upon corporations, by the laws of the State of Florida.

The objects and purposes specified in the foregoing clauses shall except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these articles shall be regarded as independent objects and purpose.

SIXTH: The total amount of capital of this corporation is Thirty Thousand (\$30,000.00) Dollars, and the total number of shares of stock into which it is divided is as follows: Thirty Thousand (30,000) shares of common stock of the par value of One (\$1.00) Dollar each.

SEVENTH: The power to adopt, ammend, alter, or repeal the By-Laws of the Corporation shall be vested exclusively in the Board of Directors.

ARTICLES OF INCORPORATION: DIRECTION CONNECTION INTERNATIONAL, INC

EIGHTH: Each holder of common stock in the Corporation shall have pre-emptive rights in all additional stock of this Corporation having voting rights (other than conditional or qualified voting rights) issued by the Corporation, whenever issued, whether the issuance be of stock presently authorized or of stock hereafter authorized, and such rights shall be exercisable within the time specified and at a price per share to be fixed by the Board of Directors, but such price in no event shall be less than the par value of each share issued if the shares are par value shares.

NINTH: This corporation shall exist in perpetuity.

TENTH: The number of directors shall be one person.

ELEVENTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balances of subscriptions for shares.

TWELFTH: The Corporations capital shall be subject to the provisions of Section 1244 of the United States Internal Revenue Code.

=== Incorporator Signature ===

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 10th day of April, 1999.

Alexander Hall
Alexander Hall, Incorporator
4604 Briededale Rd
Pensacola, Florida 32505

4/10/99
Date

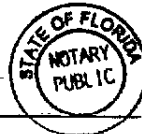
State Of Florida)
COUNTY of Escambia)

BE IT REMEMBERED, That on this 10th day of APRIL, 1999 before me, a notary public in and for said County and State, personally appeared Alexander Hall, who is personally known to me, and know to me to be the same person who executed the foregoing Articles of Incorporation and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal the day and year above written.

Harry D. Burnett

My commission expires: 5/4/00



HARRY D. BURNETT
My Comm. Exp. 5/04/00
Bonded By Service Ins.
No. CC531724

() Personally Known (X) Other I.G.
FL DL

ARTICLES OF INCORPORATION: DIRECTION CONNECTION INTERNATIONAL, INC

== Registered Agent Acceptance ==

Having been named as registered agent and to accept service or process for the above state corporations 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DIRECT CONNECTION INTERNATIONAL, INC

Alexander Hall
Alexander Hall, Registered Agent

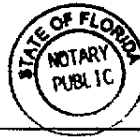
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