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*Admitted PA, VA, TN only

SENT VIA OVERNIGHT EXPRESS DELIVERY MAIL

April 13, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

700002839057--6
-04/14/99--01056--017
*****78.75 *****78.75

RE: Carson Telecard, Inc.

Gentlemen:

EFFECTIVE DATE
4-13-99

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and our check made payable to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	8.75
3.	Registered Agent Designation	35.00
	TOTAL	\$ 78.75

Please send us a certified copy of the Articles of Incorporation.

Sincerely,

David M. Presnick
David M. Presnick

FILED
99 APR 14 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
cc: William R. Carignan

Dmc
4/15/99

ARTICLES OF INCORPORATION
OF
CARSON TELECARD, INC.

FILED

99 APR 14 PM 4:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of the corporation is **CARSON TELECARD, INC.**

Article 2
Duration

EFFECTIVE DATE

4-13-99

This duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

Article 5
Principal Office and Registered Agent

The street address of the principal office of the corporation is 779 E. Merritt Island Causeway, Suite 1327, Merritt Island, Florida 32952. The name and address of the initial registered agent of the corporation is David M. Presnick at 96 Willard Street, Suite 302, Cocoa, Florida 32922.

Article 6
Directors

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as members thereof are as follows:

NAME

STREET ADDRESS

William R. Carignan

104 Riverside Drive #605
Cocoa, Florida 32922

C. Greg Thompson

4836 Verona Circle
Melbourne, Florida 32940

The number of directors may be changed from time to time by the bylaws.

Article 7
Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:


NAME

STREET ADDRESS

William R. Carignan

104 Riverside Drive #605
Cocoa, Florida 32922

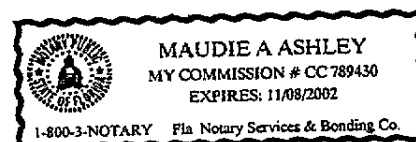
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 13th day of April, 1999.


William R. Carignan

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 13th day of April, 1999, by William R. Carignan, who is personally known to me, and who did not take an oath.


NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, *Florida Statutes*, **CARSON TELECARD, INC.** hereby designates David M. Presnick and 96 Willard Street, Suite 302, Cocoa, Florida 32922, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

CARSON TELECARD, INC.

By: William R. Carignan
William R. Carignan

FILED
99 APR 14 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **CARSON TELECARD, INC.** for service of process within the State of Florida.

David M. Presnick
David M. Presnick