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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**PHONE/FREE COMMUNICATIONS INC.**

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ARTICLES OF INCORPORATION

These are the Articles of Incorporation
of the Florida Corporation identified below and
filed with the Secretary of State of Florida.

PHONE/FREE COMMUNICATIONS INC. ARTICLES OF INCORPORATION

These Articles of Incorporation were prepared by:
Victor K. Rones, Margulies and Rones, P.A.
16105 NE 18 Avenue, N. Miami Beach, Florida 33162
Florida Bar No. 245178 Phone: (305) 945-6522

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These Articles Prepared by: Victor Rones, 16105 NE 18 Avenue
North Miami Beach, Florida 33162 (Fla Bar 245178)

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ARTICLES OF INCORPORATION

FOR

PHONE/FREE COMMUNICATIONS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purposes of forming a Florida corporation for the purposes of transacting business in the corporate form in accordance with the laws of the State of Florida and the Articles hereinafter set forth.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation formed by these Articles of Incorporation will be PHONE/FREE COMMUNICATIONS INC.

ARTICLE II: PURPOSE OF CORPORATION

The purpose of the Corporation created hereunder shall be to engage and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III: DURATION OF CORPORATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of a majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by said shareholder.

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ARTICLE IV: CAPITAL STOCK OF CORPORATION

The total number of shares of capital stock which the corporation hereunder shall be authorized to issue shall be Twenty Million (20,000,000) shares. Said shares of stock shall be of a single class and shall have a par value of \$0.10 per share.

ARTICLE V: INCORPORATOR OF CORPORATION

The name and address of the person signing these Articles of Incorporation is George Holmes, 16105 NE 18 Avenue, Miami, Florida 33162.

ARTICLE VI: BYLAWS OF CORPORATION

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VII: AMENDMENT OF ARTICLES

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

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ARTICLE VIII: POWERS OF CORPORATION

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including the power to sell, mortgage, or pledge all or substantially all of its property and assets.

ARTICLE IX: REGISTERED AGENT OF CORPORATION

The Registered Agent of this Corporation shall be VICTOR K. RONES, whose address is 16105 NE 18 Avenue North Miami Beach, Florida 33162.

ARTICLE X: DIRECTOR(S) OF CORPORATION

The initial board of Director(s) for this Corporation and address(es) is(are): MICHAEL KASHOUTY c/o 16105 NE 18 Avenue, North Miami Beach, Florida 33162.

ARTICLE XI: PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 16105 NE 18 Avenue North Miami Beach, Florida 33162.

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ARTICLE XXI: ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, including any union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or other corporation;

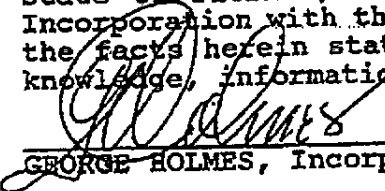
(b) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder who should desire to sell, transfer, or otherwise dispose of any shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(c) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such a purchase; provided, however, that the capital of the corporation may not be impaired;

(d) To enter into for the benefit of its employees, one or more of the following:

- (i) A pension plan;
- (ii) A profit-sharing plan;
- (iii) A stock bonus plan;
- (iv) A restricted stock option plan;
- (v) A medical reimbursement plan
- (vi) Other retirement or incentive compensation plan.

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal on April 5, 1999 for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files these Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.



GEORGE HOLMES, Incorporator

These Articles Prepared by: Victor Rones, 16105 NE 18 Avenue
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STATE OF FLORIDA

) SS.:

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appeared, VICTOR K. RONES, who after being by me duly sworn, deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation, and duly acknowledged to me that he executed same freely and voluntarily for the purpose therein expressed. *Fla Dade # 452-386-33-136-0*

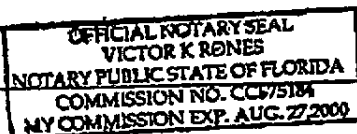
WITNESS my hand and official seal at North Miami Beach, Dade County, Florida, on March 18, 1999.



Notary Public, State of Florida

My Commission Expires:

Printed Name of Notary:



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 TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS

REGISTERED AGENT

I, the undersigned, named as Registered Agent in the Articles of Incorporation of PHONE/FREE COMMUNICATIONS INC. do hereby accept the designation as Registered Agent and agree to comply with all duties and with those requirements under Florida Law for serving in the position of Registered Agent of said corporation.

DATED at North Miami Beach, Dade County, Florida, on March 18, 1999.



VICTOR K. RONES, ESQUIRE

These Articles Prepared by: Victor Rones, 16105 NE 18 Avenue
 North Miami Beach, Florida 33162 (Fla Bar 245178)

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