

FROM

(THU) 6. 3 '99 9:58/ST. 9:57/NO. 4260823580 P 1

P99000049985

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Galaxy Prepaid Phone Cards, Inc.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 3, 1999

FOLEY & LARDNER OF TAMPA

SUBJECT: GALAXY PREPAID PHONE CARDS, INC.
REF: W99000012846

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Corporate Specialist Supervisor	Letter Number: 799A00030104

FROM

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**ARTICLES OF INCORPORATION
OF
GALAXY PREPAID PHONE CARDS, INC.**

THE UNDERSIGNED, acting as sole incorporator of **Galaxy Prepaid Phone Cards, Inc.** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the Corporation is:

Galaxy Prepaid Phone Cards, Inc.

**ARTICLE II
Commencement of Corporate Existence**

The Corporation shall commence corporate existence on the date these Articles of Incorporation are filed with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
Business and Activities**

The Corporation may, and it is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
Capital Stock**

1. The total number of shares which the Corporation shall have the authority to issue shall be one thousand (1,000) shares of voting common stock having a par value of \$ 0.10 per share.
2. Each share shall have one vote on all matters coming before the shareholders of the Corporation. Shareholders of the Corporation shall have no cumulative voting rights.

David L. Robbins, Esquire
Florida Bar # 108951
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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3. The Board of Directors of the Corporation may, from time to time, issue shares of the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.
4. Shareholders of the Corporation shall not have preemptive rights to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock of the Corporation, whether now or hereafter authorized.

ARTICLE V

Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 12600 South Belcher Road, Suite 104C, Largo, Florida 33773. The location of the principal office and mailing address shall be subject to change, from time to time, by the Corporation's Board of Directors without amendment to these Articles of Incorporation.

ARTICLE VI

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 200 Laura Street, Jacksonville, Florida 32202 and the initial Registered Agent is F&L Corp.

ARTICLE VII

Initial Board of Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased, from time to time, in accordance with the provisions of the Bylaws, but in no event shall the number of the Corporation's directors be less than one. The name of the individual who will serve as the initial director and until successor directors of the Corporation are elected and qualified is as follows:

William Geiger
12600 South Belcher Road
Suite 104C
Largo, Florida 33773
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David L. Robbins, Esquire
Florida Bar # 108951
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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(((H99000013270 6)))

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Corporation's shareholders is subject to this reservation.

ARTICLE XI

Incorporator

The name and address of the sole incorporator of the Corporation is: David L. Robbins, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 2nd day of June, 1999.



David L. Robbins, Incorporator

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(((H99000013270 6)))

**ACCEPTANCE OF APPOINTMENT BY
INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 2nd day of June, 1999.

By: 
F&L Corp.

Name: Martin Traber

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