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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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99 JUN 25 PM 1:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

GLOBAL PHONECENTER.COM INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

GLOBAL PHONECENTERS.COM INC.

ARTICLE I - NAME

The name of this corporation is

GLOBAL PHONECENTERS.COM INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

2753 N.W. 79th Avenue
Miami, Florida 33122

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Mack L. Samuel	2753 N.W. 79 th Avenue Miami, Florida 33122

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - 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, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Mack L. Samuel	2753 N.W. 79 th Avenue Miami, Florida 33122

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Mack L. Samuel	2753 N.W. 79 th Avenue Miami, Florida 33122

ARTICLE IX - BY-LAWS

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

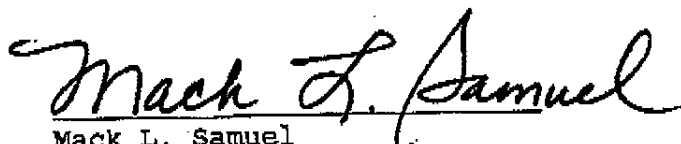
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of June, 1999.


Mack L. Samuel
Subscriber and Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GLOBAL PHONECENTERS.COM INC.

2. The name and address of the registered agent and office is:

MACK L. SAMUEL
Global PhoneCenters.com Inc.
2753 N.W. 79th Avenue
Miami, Florida 33122

Mack L. Samuel
Mack L. Samuel

Title: PRESIDENT

Date: 6/25/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Mack L. Samuel
Mack L. Samuel

Date: 6/25/99

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