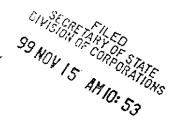
# PAPITAL CONNECTION, INC. 99762

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

· -	
Phone Cards Direct, Inc.	6000030437762 -11/15/9901037006 *****70.00 ******70.00
Signature  Requested by:  Ms-99 4.33	LTD Partnership File  Foreign Corp. File  L.C. File  Fictitious Name File  Trade/Service Mark  Merger File  Art. of Amend. File  RA Resignation  Dissolution / Withdrawal  Annual Report / Reinstatement  Cert. Copy  Photo Copy  Certificate of Good Standing  Certificate of Fictitious Name  Corp Record Search  Fictitious Search  Fictitious Owner Search  Fictitious Owner Search  Driving Record  UCC 1 or 3 File  UCC 11 Search
Name Date Time  Walk-In Will Pick Up	UCC 11 Retrieval
WAIN-III WILL TON UU	T COMPRE A LLITATION

# ARTICLES OF INCORPORATION



**OF** 

# Phone Cards Direct, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

## ARTICLE I: NAME

The name of the corporation is Phone Cards Direct, Inc.

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1020 NW 163 Drive, Miami, FL 33169.

## ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a no par value.

## ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Andrew N. Cove, Esq., 3801 Hollywood Blvd, Suite 100, Hollywood, FL 33021.

#### ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is sole Officer and Director, Peter C. Camiolo, 1020 NW 163 Drive, Miami, FL 33169.

The undersigned has executed these Articles of Incorporation this 12th day of November 1999.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

Crystal Gugger

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

#### CERTIFICATE OF DESIGNATION

99 NOV 15 AM 10: 53

#### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 th	e corporation is	g: Phone	Cards Dir	ect, Inc.	······································
2. is:	The name and a ANDREW	street address o N. COVE, E	of the re	gistere	d agent and	i office
	3801 HOW	N. COVE, E YMOOD BIVE	1. 8 10	00		
	Hollywoo	d, FL 33	021	·		

HAVE 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.