

HOLLAND & KNIGHT

Requestor
315 SOUTH CALHOUN STREET
Address
Tallahassee, Florida 32301
City/State/Zip Phone #
224-7000

7000006064

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Prepaid Plus, Inc (Corporation Name) 9011/17 (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE LAW
97 NOV 17 PM 3:15

- Walk in Pick up time 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

400002349224--8
-11/17/97--01117--006
*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 NOV 17 PM 1:52

Examiner's Initials

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PROPATA PLUS, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GEORGE MAJEWSKI
(Name of Person)
PROPATA PLUS, INC.
(Firm/Company)
13581 POND SPRINGS ROAD, SUITE 105
(Address)
AUSTIN, TEXAS 787
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 3:15

Should you need to call someone concerning this matter, please call:

GEORGE MAJEWSKI at (512) 335-0065
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PREPAID PLUS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. TEXAS 3. 74-2858728
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 8, 1997 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. WILL NOT TRANSACT BUSINESS IN FLORIDA UNTIL THIS APPLICATION IS APPROVED
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13581 PONA SPRINGS RD, SUITE 105
AUSTIN, TEXAS 78729
(Current mailing address)

8. THE MANUFACTURE, SALE, AND DISTRIBUTION OF PREPAID PHONE CARDS AND ANY OTHER LAWFUL PURPOSE.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays St.

TALLAHASSEE FL, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gail Shelby, as agent
Gail Shelby (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 17 PM 3:15

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: W. REID FUNDERBURK

Address: 10801 FOUNDATION ROAD, AUSTIN, TX 78726

Vice Chairman: GEORGE MAJEWSKI

Address: 8306 APPALACHIAN DRIVE, AUSTIN, TX 78759

Director: W. REID FUNDERBURK

Address: 10801 FOUNDATION ROAD, AUSTIN, TX 78726

Director: GEORGE MAJEWSKI

Address: 8306 APPALACHIAN DRIVE, AUSTIN, TX 78759

FILED
STATE ARCHIVE
DIVISION
97 NOV 17 PM 3:15

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: W. REID FUNDERBURK

Address: 10801 FOUNDATION ROAD, AUSTIN, TX 78726

Vice President: GEORGE MAJEWSKI

Address: 8306 APPALACHIAN DRIVE, AUSTIN, TX 78759

Secretary: GEORGE MAJEWSKI

Address: 8306 APPALACHIAN DRIVE, AUSTIN, TX 78759

Treasurer: ROBERT CHAPPELL

Address: 13581 POND SPRINGS RD, SUITE 105
AUSTIN, TEXAS 78729

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GEORGE MAJEWSKI, VICE-PRESIDENT
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

PREPAID PLUS, INC.
File No. 1463098-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 3:15

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 13, 1997.*




Antonio O. Garza, Jr.
Secretary of State

MAC