

"WE AIM TO PLEASE"

ALPHA PAINTERS
D&D TILE

P95000045704

June 12, 1995

Secretary of State
P.O. Box 6327
Tallahassee, Fl. 32314

EFFECTIVE DATE

JUN 12 1995

6000015144E6
-06/15/95--01103--001
*****70.00 *****70.00

RE: The Network Calling Card, Inc.

Dear Sir or Madam:

Inclosed please find the original articles of incorporation and certificate designating registered agent and the amount of \$70.00 as the filing fee. I do not wish a certified copy.

Please note that the articles of Incorporation include designation of, and acceptance by the Registered Agent.

Also, please note that the Articles state that the corporation shall begin as of the date of the complete execution and acknowledgment of the Articles rather than as of the date of filing.


Please call if the name as submitted is not available. Upon acceptance of the charter and the filing thereof by your office, please provide my office at the address stated below with a certified copy of the corporate charter and charter number.

Sincerely,



Gary Watson
Enclosures

6000015144E6



151 N.E. Triplet Dr.
Casselberry, FL 32707

Off. (407) 695-2211
Fax (407) 695-2251

EFFECTIVE DATE

JUN 12 1995

ARTICLES OF INCORPORATION

OF

The Network Calling Card, Inc.

SECTION 15 FLS 815

The undersigned incorporation makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: The Network Calling Card, Inc.

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of the complete execution and acknowledgment of these Articles or if these Articles are filed more than five (5) days after the complete execution of these Articles, then this corporation shall commence as of the date of filing, and the duration of the corporation's existence shall be perpetual.

ARTICLE III - NATURE OF THE BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
AND REGISTERED AGENT

The street address of the principal place of business of this corporation is:

119 Chaney Dr.
Casselberry, Fl. 32707

and the name of the initial registered agent of this corporation and address is David Crass, 119 Chaney Dr. Casselberry, Fl. 32707

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) . Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street address of the initial board of directors of this corporation, who, subject to these articles of incorporation and the laws of the State of Florida shall hold office until the first annual meeting of The Shareholders or until their resignation, removal from office or death is:

NAME

ADDRESS

David Crass, Director

119 Chaney Dr. Casselberry, Fl. 32707

Gary Hasson, Director

151 NE Triplet Dr. Casselberry, Fl. 32707

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

David Crass, 119 Chaney Dr., Casselberry, Fl. 32707

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 12th day of June, , 1995.



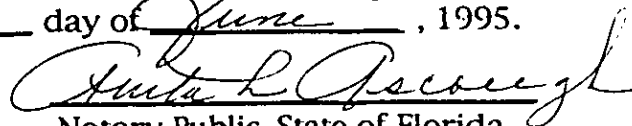
David Crass

Florida DRIVER'S LICENSE

STATE OF FLORIDA, COUNTY OF SEMINOLE

Before me personally appeared to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 12 day of June, , 1995.



Notary Public, State of Florida

My Commission expires:


Anita L. Ascough

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES DEC. 11, 1995
BONDED THROUGH ASHTON AGENCY, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST- That THE NETWORK CALLING CARD, INC. desiring to
organize or qualify under the laws of the State of Florida, with
its registered office located at, 119 Chaney Dr., Casselberry, Fl.
32707, has named David Crass located at said registered office,
as its agent to accept service of process within Florida.




Signature

TITLE: President

DATE: 6/12/95

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.



Signature of David Crass

DATE: 6/12/95

P95000045704

The Network Calling Card, Inc.

FILED
96 FEB 19 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 15, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

500001718735
-02/20/96--01037--019
*****35.00 *****35.00

Dear State:

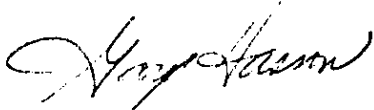
Please amend the articles as I have indicated.

My mailing address is: Gary Hasson
151 NE Triplet Dr.
Casselberry, Fl. 32707

Phone: (407) 695-2211

Thank you.

Sincerely,



Gary Hasson

Gary Hasson GAVE
AUTHORIZATION BY PHONE TO
Amend
DATE 2/21
DCC EXM JB

Amend

VS FEB 22 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 FEB 19 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE NETWORK CALLING CARD, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VII - Delete Gary Hasson as one of the directors of the Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: Feb 15, 1996
~~immediately~~

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by N/A voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15th of February, 1996.

Signature Gary Hasson
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Gary Hasson

Typed or printed name

Vice President / Director

Title