


UNITED STATES OF AMERICA

State of  Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

BUDGET PHONE, INC.

A LOUISIANA corporation domiciled at SHREVEPORT,

Filed charter and qualified to do business in this State on
May 01, 1996,

I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

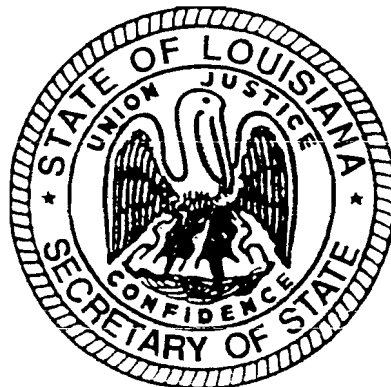
I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

January 2, 2002

Jox McKeithen

CLQ 34525907D
Secretary of State



UNITED STATES OF AMERICA

State of



Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the Articles of Incorporation of

BUDGET PHONE, INC.

Domiciled at SHREVEPORT, LOUISIANA,

Were filed in this Office and a Certificate of Incorporation was issued on May 01, 1996,

I further certify that no Certificate of Dissolution has been issued.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on.

October 15, 1998

Jox McKeithen

CBU

Secretary of State



This page conforms with the duplicate original filed with the Secretary of State.

ARTICLES OF INCORPORATION

OF

BUDGET PHONE, INC.

STATE OF LOUISIANA

PARISH OF CADDO

BE IT KNOWN, on this 30th day of April, 1996, before me, the undersigned Notary Public, personally came and appeared JOHN M. FRAZIER, person of the full age of majority and a resident of Caddo Parish, Louisiana, who declared to me, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Business Corporations Law (Title 12, Chapter 1, Louisiana Revised Statutes of 1950, as revised and codified by Act 105 of 1968, Legislature of Louisiana, as amended from time to time), do hereby organize BUDGET PHONE, INC., successors and assigns, into a corporation in pursuance of that law, under and in accordance with the following articles of incorporation.

ARTICLE I. NAME

The name of this corporation is BUDGET PHONE, INC.

ARTICLE II. OBJECTS AND PURPOSES

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter into or engage in any kind of business of any nature whatsoever, in which corporations organized under the Louisiana Business Corporations Law may engage; and to the extent not prohibited, to enter into and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

ARTICLE III. DURATION

The duration of this corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

ARTICLE IV. AUTHORIZED CAPITAL

A. The total authorized capital stock of this corporation is 10,000 shares of no par value common stock.

B. Shareholders shall have pre-emptive rights.

ARTICLE V. DIRECTORS

A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a board of not less than one nor more than three directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the directors.

B. The Board of Directors shall have the authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.

C. The Board shall further have the authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from so doing by applicable law, or by the articles of incorporation, or by the by-laws of the corporation.

D. The general annual meeting of the stockholders for the election of Board shall be held within five months from the close of the Corporation's fiscal year unless and until otherwise provided in the By-Laws.

E. The number, classification, qualifications, term of office, manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties

of the directors, may from time to time be fixed, changed, increased or reduced by the by-laws.

F. Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director according to the written instructions, general or special, of the absent director, filed with the Secretary.

G. Upon the written request of stockholders holding a majority of the voting stock of this corporation issued and outstanding, any member of the Board of Directors of this corporation, whether or not his term of office shall have expired, may be replaced by a director designated by such stockholder in writing, at any time.

ARTICLE VI. INCORPORATOR

The name and post office address of the incorporator is as follows:

John M. Frazier
Peatross, Greer and Frazier
P. O. Box 404
Shreveport, LA 71162-0404

ARTICLE VII. PURCHASE AND REDEMPTION OF SHARES

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in Section 55 of the Business Corporations Law or other applicable law, and as

may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE VIII. CONVERTIBLE SECURITIES AND STOCK PURCHASE RIGHTS

The corporation may issue convertible securities and rights to convert shares or obligations of the corporation into shares of any authorized class of stock, and the right or option to purchase shares of any authorized class of stock in the manner and on the conditions permitted and provided in Section 56 of the Business Corporations Law or other applicable law, and as may be authorized by the Board of Directors.

ARTICLE IX. CAPITAL SURPLUS AND DIVIDENDS

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as it permitted and provided in Sections 61, 62 and 63 of the Business Corporations Law or other applicable law.

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

Changes in the rights of holders of shares of any class shall be made by a majority vote or written consent, of the shareholders.

given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are otherwise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Business Corporations Law of Louisiana, may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

ARTICLE XI. SALES AND OTHER TRANSFER OF STOCK

Restrictions against, and regulation of, the sale and any other transfer of stock in this corporation may be prescribed in the by-laws or by shareholder agreements as permitted and provided in Sections 29 and 58 of the Business Corporations Law of Louisiana, or other applicable law.

THUS DONE AND SIGNED at my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Bruna C Baker

L. Edm D

INCORPORATOR:

John M. Frazier
JOHN M. FRAZIER

Margaret Carroll
NOTARY PUBLIC in and for the
Parish of Caddo, State of
Louisiana

UNITED STATES OF AMERICA

State of Louisiana



Al Ater

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of an Amendment to the Articles of Incorporation of

BUDGET PHONE, INC.

Domiciled at SHREVEPORT, LOUISIANA, changing the corporate
name to

BUDGET PREPAY, INC.

Was filed and recorded in this Office on December 20, 2005.

Gary Loftin
Caddo Parish Clerk of Court
2013866
12/28/2005 10:57 AM

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
December 20, 2005*

Al Ater

BBO 34525907D 36076954

Secretary of State



ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
CHANGING THE NAME OF
BUDGET PHONE, INC.
TO
BUDGET PREPAY, INC.

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy,
as taken from the original on file in this office.

[Signature]
Alister
Secretary of State
Date: DEC 20 2005 B.B.

On December 17, 2005, the shareholders of Budget Phone, Inc., whose date of incorporation was April 30th, 1996, amended Article I. of the Articles of Incorporation to read as follows:

"I.

The name of this corporation is Budget PrePay, Inc."

Article X. of the Articles of Incorporation allows amendment of the Articles of Incorporation upon the majority vote or written consent of the shareholders entitled to vote. This corporation's total authorized capital stock is ten thousand (10,000) shares of no par value common stock, all of which are issued and outstanding and are entitled to vote. The foregoing amendment was adopted by the written consent of the holders of seven thousand (7,000) shares of this corporation's common stock, which constitutes a majority.

BUDGET PHONE, INC.

BY: *[Signature]*

R. Daniel Hyde, Jr., President

STATE OF LOUISIANA
PARISH OF CADDO

On December , 2005, before me personally appeared: R. DANIEL HYDE, JR., to me personally known, who, being by me duly sworn, did say that he is the President of Budget Phone, Inc. (to be renamed Budget PrePay, Inc.), and that the foregoing instrument was signed by him in behalf of this corporation by authority of a majority of its shareholders, and he acknowledged said instrument to be the free act and deed of this corporation.

[Signature]
R. DANIEL HYDE, JR.

SWORN TO AND SUBSCRIBED before me, Notary, this 17 day of December, 2005.

[Signature]
NOTARY PUBLIC

WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS

OF

BUDGET PHONE, INC.

The undersigned, being a majority of the shareholders and being all of the members of the Board of Directors of Budget Phone, Inc. (the "Corporation"), pursuant to the provisions of La. R.S. 12:32, 12:76 and 12:81, hereby consent to the adoption of the following resolutions on behalf of the Corporation:

RESOLVED, that Article I. of the Articles of Incorporation of Budget Phone, Inc., be amended to read as follows:

"I.

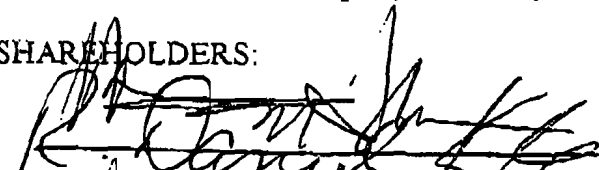
The name of this corporation is Budget PrePay, Inc."

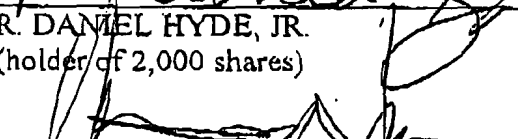
RESOLVED, that in accordance with Article X. of the Corporation's Articles of Incorporation, the written consent of a majority of the holders of the Corporation's ten thousand (10,000) shares of authorized, issued and outstanding common stock shall be sufficient to approve this amendment to the Corporation's Articles of Incorporation.

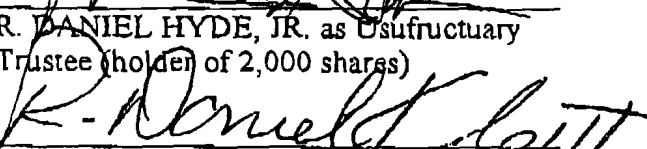
RESOLVED, that R. Daniel Hyde, Jr., President, may appear before any Notary Public and execute a notarial act of amendment putting this amendment to the Articles of Incorporation into authentic form, and the said R. Daniel Hyde, Jr., President, is authorized to do any and all things necessary and proper to carry out this resolution and to fulfill the objects and purposes thereof.

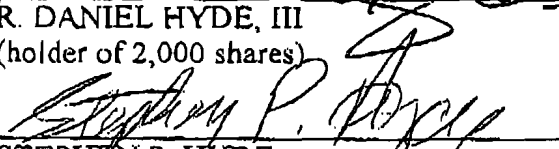
SIGNED in Shreveport, Louisiana, this 17th day of December, 2005.

SHAREHOLDERS:

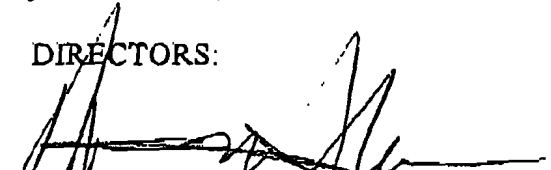

R. DANIEL HYDE, JR.
(holder of 2,000 shares)

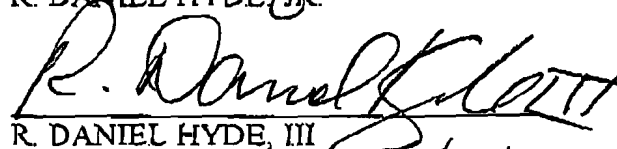

R. DANIEL HYDE, JR. as Usufructuary
Trustee (holder of 2,000 shares)

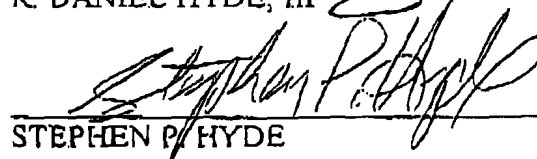

R. DANIEL HYDE, III
(holder of 2,000 shares)


STEPHEN P. HYDE
(holder of 1,000 shares)

DIRECTORS:


R. DANIEL HYDE, JR.

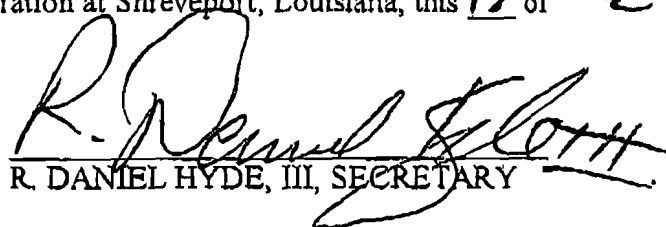

R. DANIEL HYDE, III


STEPHEN P. HYDE

CERTIFICATE

I, R. Daniel Hyde, III, Secretary of Budget Phone, Inc. (to be renamed Budget PrePay, Inc.), do hereby certify that R. Daniel Hyde, R. Daniel Hyde, III, and Stephen P. Hyde are holders of a majority of the 10,000 authorized, issued and outstanding shares of the Corporation's common stock, that they are the only members of the Board of Directors of Budget Phone, Inc., and that the above resolutions are in full force and effect as of the date set forth below and have not been rescinded or modified in any manner.

Witness my signature and the seal of said corporation at Shreveport, Louisiana, this 17th of December, 2005.


R. DANIEL HYDE, III, SECRETARY