

No. F00517222

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
R2C COMMUNICATIONS, INC.

using in Missouri the name
R2C COMMUNICATIONS, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of KANSAS.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 22nd day of JANUARY, 2003.

A handwritten signature in cursive script that reads "Matt Blunt".

Secretary of State

\$155.00



RON THORNBURGH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

August 12, 2002

STATE OF KANSAS

TWYLA GAUSE
SMITH & LEONARD LC
10620 JOHNSON DRIVE
SUITE 100
SHAWNEE KS 66203

RE: R2C COMMUNICATIONS, INC.

ID. # 3356607 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed is a certified copy of your for profit articles of incorporation. Your corporation's identification number is at the top of this page. The identification number should be used in all correspondence with this office.

Every corporation must file an annual report with this office. However, a report is not required if a corporation has not been incorporated for six months prior to its first tax year end. If your corporation operates on a tax period other than the calendar year, you must notify our office in writing prior to December 31.

If an annual report is required, it must be filed when your corporation files its Kansas income tax return. If your corporation applies to the Internal Revenue Service for an extension of its deadline for filing an income tax return, an extension for the annual report will be granted by our office provided that a copy of the IRS extension form is filed with this office within 90 days after the due date of the annual report.

skw

ARTICLES OF INCORPORATION
OF
R2C COMMUNICATIONS, INC.

OFFICE OF SECRETARY OF STATE
CAPITOL BUILDING, 2ND FLOOR
CORPORATION DIVISION
TOPEKA, KS 66612

The undersigned natural person of the age of 18 years or more for the purpose of forming a corporation under and pursuant to the Kansas Corporation Code, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

R2C Communications, Inc.

ARTICLE II

The address of the corporation's registered office in the State of Kansas is 10620 Johnson Drive, Suite 100, Shawnee, Kansas 66203. The county in which the corporation will do business is Johnson County, Kansas. The registered agent for the Corporation in the State of Kansas shall be Todd A. Rohr.

ARTICLE III

The number of shares, including all classes of stock, which the corporation shall have authority to issue is one hundred (100) shares of common stock with zero (0) par value per share. Each shareholder shall have the preemptive right to acquire additional shares of stock. There are no restrictions, powers, preferences, rights, qualifications, limitations, or restrictions applicable to any class of stock.

ARTICLE IV

The name and place of residence of the incorporator is as follows:

Todd A. Rohr
10620 Johnson Drive, Suite 100
Shawnee, Kansas 66203

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FILED
SECRETARY OF STATE
KANSAS

ARTICLE V

The duration of the corporation is perpetual.

ARTICLE VI

The number of directors to constitute the Board of Directors is one (1).

ARTICLE VII

The nature of the business and the objects and purposes for which the corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all of the hereinafter-mentioned things, as well as all lawful acts or activities provided for by law, as fully and to the same extent as natural persons might or could do, to-wit:

1. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Code of the State of Kansas.

2. To provide contracting services, and all related business, to buy, utilize, lease, rent, import, export, franchise, operate, manufacture, produce, design, prepare, assemble, fabricate, improve, develop, sell, lease mortgage, pledge, hypothecate, distribute and otherwise deal in, at wholesale, retail or otherwise, and as principal, agent or otherwise, all commodities, goods, wares, merchandise, devices, apparatus, equipment and all other personal property, whether tangible or intangible, of every kind, without limitation as to description, location or amount.

3. To apply for, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant franchises or licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of:

a. Any and all inventions, devices, methods, processes and formulas and any improvements and modifications thereof;

b. Any and all letters patent of the United States or of any other country, state or locality, and all rights connected therewith or appertaining thereto;

c. Any and all copyrights, granted by the United States or any other country, state or locality; and

d. Any and all trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other

country, state of locality; and to conduct and carry on its business in any or all of its various branches under any trade name or trade names.

4. To engage in, carry on or conduct research, experiments, investigations, analyses, studies and laboratory work, for the purpose of discovering new products or to improve products or services.

5. To buy, lease, rent or otherwise acquire, own, hold, use, divide, partition, develop, improve, operate and sell, lease mortgage or otherwise dispose of, deal in and turn to account, real estate, leaseholds and any and all interests or estates appertaining thereto.

6. To enter into any lawful contract or contracts with persons, firms, corporations, other entities, governments or any agencies or subdivision thereof, including guaranteeing the performance of any contract or any obligation of any person, firm, corporation or other entity.

7. To purchase and acquire, as a going concern or otherwise, and to carry on, maintain and operate all or any part of the property or business of any corporation, firm, association, entity, syndicate or persons whatsoever, deemed to be of benefit to the Corporation, or of use in any manner in connection with any of its purposes; and to dispose thereof upon such terms as may seem advisable to the Corporation.

8. To invest, lend and deal with monies of the Corporation in any lawful manner, and to acquire by purchase, by the exchange of stock or other securities of the Corporation, by subscription or otherwise, and to invest in, to hold for investment or for any other purpose, and to use, sell, pledge, or otherwise dispose of, and in general to deal in any interest concerning, or enter into any transaction with respect to (including "long" and "short" sales of), any stocks, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, corporation, association or other entity, including individuals and partnerships and, while owner thereof, to exercise all of the rights, powers and privileges of ownership including, among other things, to the right to vote thereon for any and all purposes and to give consents with respect thereto.

9. To borrow or raise money for any purpose of the Corporation and to secure any loan, indebtedness or obligation of the Corporation and the interest accruing thereon, and for that or any other purpose, to mortgage, pledge, hypothecate or charge all or any part of the present or hereafter acquired property, rights and franchises of the Corporation, real, personal, mixed or of any character whatever, subject only to limitations specifically imposed by law.

10. To do any or all of the things herein-above enumerated, along for its own account, or for the account of others, or as the agent for others, or in association with others or by or through others, and to enter into all lawful contracts and undertakings in respect thereof.

11. To have one or more offices, to conduct its business, carry on its operations and promote its objective within and without the State of Kansas, other states, the District of Columbia, the territories, colonies and dependencies of the United States, in foreign countries and anywhere in the world, without restriction as to place, manner or amount, but subject to the laws applicable thereto; and to do any or all of the things herein set forth to the same extent as a natural person might or could do and in any part of the world, either alone or in company with others.

12. In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry on, transact and engage in any and every lawful business or other lawful thing calculated to be of gain, profit or benefit to the Corporation, as fully and freely as a natural person might do, to the extent and in the manner, and anywhere within and without the State of Kansas, as it may from time to time determine; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Kansas in respect of general and business corporations organized for profit thereunder; provided, however, that the Corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Kansas.

13. It is intended that each of the purposes and powers specified in each of the paragraphs of this ARTICLE VII shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph, but that the purposes and powers specified in each of the paragraphs of this ARTICLE VII shall be regarded as independent purposes and powers. The enumeration of specific purposes and powers in this ARTICLE VII shall not be construed to restrict in any manner the general purposes and powers of this Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of purposes and powers herein shall not be deemed to exclude or in any way limited by inference any purposes or powers which this Corporation has power to exercise, whether expressly by the laws of the State of Kansas, now or hereafter in effect, or implied by any reasonable construction of such laws.

ARTICLE VIII

The Articles of Incorporation of this corporation may be amended, altered or repealed, only upon the vote of a majority of the outstanding stock of the Corporation at the time of vote.

The By-Laws of the Corporation may be amended, altered or repealed only upon the vote of a majority of the members of the Board of Directors.

ARTICLE IX

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE X

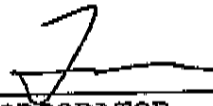
Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being or having been, such director or officer; and any person who, at the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock, and his legal representative, shall in a like manner be indemnified by this corporation; provided, that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit or proceedings or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of two (2) persons appointed by the shareholders at a duly-called special meeting or a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner as hereafter prescribed by statute,

and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation, have been signed this 8th day of August, 2002.



INCORPORATOR

I hereby certify this to be a true and correct copy of the original on file.

Certified on this date: Aug. 13, 2002

Ron Thornburgh, Secretary of State

R2C Communications, Inc.
Balance Sheet
Hybrid Cash Basis Accounting
Period Ended June 30, 2003

Assets		
	Cash	\$ 127,858.47
	Accounts Receivable	82,560.00
	Debit Card Stock	30,000.00
	Furniture & Equipment	25,000.00
	Total Assets	<u><u>\$ 265,418.47</u></u>
 Liabilities and Shareholders' Equity		
Liabilities		
	Accounts Payable	\$ 80,260.89
	Incurred Termination Costs	<u>69,000.00</u>
	Total Liabilities	149,260.89
Shareholders' Equity		
	Common Stock	1,000.00
	Equity	<u>115,157.58</u>
	Total Shareholders' Equity	116,157.58
	Total Liabilities and Shareholders' Equity	<u><u>\$ 265,418.47</u></u>

R2C Communications, Inc.
Statement of Operations
Cash Basis Accounting
Period Ended June 30, 2003

Income	\$ 2,093,487.45
Cost of Revenue	<u>1,791,837.62</u>
Gross Margin	301,649.83 14.4%
Selling, General & Administrative	
Personnel	167,498.64
Legal	41,714.30
Occupancy	10,681.76
Consulting	3,500.00
Other	<u>12,316.01</u>
Total SG&A	235,710.71
Net Income	<u>\$ 65,939.12</u>

R2C

R2C Communications, Inc.

9532 Mission Road # 25
Overland Park, KS. 66206
phone: 913-341-8397
fax 913-341-6802
website WWW.r2c-comm.com

BIO OF OFFICERS OF R2C

DENNIS E. BAY

PRESIDENT / CEO

Mr. Bay has over forty years of telecommunications experience. He has been employed in management positions for Southwestern Bell Telephone (now SBC), AT&T and United Telephone Company (now Sprint). From 1983 until 1989 Mr. Bay was the Senior Vice President of Advanced Telecommunications Corp. (ATC), a publicly held Long Distance telephone company which was sold to ALLTEL in 1989. From 1989 until 1993 Mr. Bay was the Senior Vice President of Operations for Resurgens Communications Group, a publicly held Long Distance telephone company which was sold to MCI/WorldCom in 1993. From 1993 until 1997 Mr. Bay provided telecommunications consulting to several international long distance carriers. In 1997 Mr. Bay became the Chief Operating Officer of the World Access Telecommunications Group, a international and domestic Long Distance company. In 2000, Mr. Bay left World Access to form R2C Communications, Inc. of which he is the President and Chief Executive Officer.

Gary L. Sanders

Vice President

Mr. Sanders has over forty years of telecommunications experience. He has been employed in various technical positions with AT&T, FOLM and IBM Corporations. He managed and implemented service and installation procedures and managed the Customer Service for large regional accounts. In 1998 he joined World Access Telecommunications Group as Director of Technical Support. He remained in this position until 2000, when he left World Access to help form R2C Communications, Inc. of which he is Vice President over customer service and Technical Support.