

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0391

800-344-8086

P91000048551



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 979100 4329904

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizub

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -6 AM 9:00

ORDER DATE : June 6, 1996

ORDER TIME : 3:13 PM

ORDER NO. : 979100

CUSTOMER NO: 4329904

900001854722

CUSTOMER: Mr. Carl S. Rosen
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: THE SOCIAL DIRECTORY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATIONS
96 JUN -6 PM 4:31

JP
6/7/96

ARTICLES OF INCORPORATION
OF
THE SOCIAL DIRECTORY, INC.

FILED
SECRETARY OF STATE
BUREAU OF CORPORATIONS
96 JUN -6 AM 9:00

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: The Social Directory, Inc., Post Office Box 230, Palm Beach, Florida 33480, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is Kenneth Edelman, Esq.

ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until her successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Deborah Tuttle	350 Royal Palm Way Palm Beach, FL 33480

ARTICLE VII

The name and address of the incorporator is: Kenneth Edelman, Esq., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5th day of JUNE, 1996.


Kenneth Edelman, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First - That The Social Directory, Inc., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434 as the place of business for the service of process within this state.

Second -- That the above corporation has named Kenneth Edelman, Esq. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 5th day of JUNE, 1996.



Kenneth Edelman
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -6 AM 9:00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



P96000048551

ACCOUNT NO. : 072100000032

REFERENCE : 983080 4329904

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 35.00

ORDER DATE : June 11, 1996 FILE SECOND!!!!

ORDER TIME : 10:50 AM FILE SECOND!!!!

ORDER NO. : 983080

CUSTOMER NO: 4329904

200001858812

CUSTOMER: Mr. Carl S. Rosen
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 334

DOMESTIC AMENDMENT FILING

NAME: THE SOCIAL DIRECTORY, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
96 JUN 11 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 JUN 11 PM 2:35
DIVISION OF CORPORATION

6/11
Name
Clint

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE SOCIAL DIRECTORY, INC.
DOCUMENT NO. (96000048551)

FILED
96 JUN 11 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Corporation's Articles of Incorporation has been amended to read as follows:

"ARTICLE I

The name and initial address for this Corporation is: The Social Index-Directory, Inc., Post Office Box 230, Palm Beach, Florida 33480, with the privilege of having its offices and branch offices at other places within the State of Florida."

SECOND: The foregoing amendment was adopted on June 10, 1996.

THIRD: The number of votes cast for the foregoing amendment by the shareholders was sufficient for approval pursuant to Section 607.1003, Florida Statutes.

Signed this 10th day of June, 1996.

By: Phyllis Verducci
Phyllis Verducci, President

AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. The Social Index-Directory, Inc. (the "Company"), a Florida corporation, has filed Articles of Dissolution with the Florida Division of Corporations;

2. The Company does not intend to revoke its Articles of Dissolution;

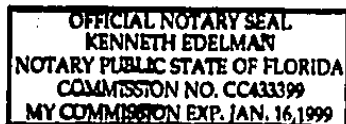
3. The Company hereby grants its consent and permission to The Social Directory, Inc., a Florida corporation, to use the corporate name "The Social Index-Directory, Inc."


PHYLLIS VERDUCCI, President, The
Social Index-Directory, Inc.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of June, 1996, by PHYLLIS VERDUCCI, who is personally known to me ~~or who has produced~~ _____ as identification.




Notary Public

Name: _____

Commission Expires: _____

Serial Number: _____