

F95000005602

ARROYO & ARROYO P.A.  
ATTORNEYS AT LAW  
190 SOUTH HARBOR CITY BOULEVARD  
SUITE 328  
MELBOURNE, FLORIDA 32901

MELBOURNE NUMBERS  
TEL. 407-242-8656  
FAX 407-242-7081

October 20, 1995

DADE COUNTY NUMBERS  
TEL. 305-252-9393  
FAX 305-253-1418

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O.Box 6327  
Tallahassee, Florida 32314

Re: ACTIVITY DIRECTORIES INTERNATIONAL, INC.

Dear Sir/ Madam:

We enclose the application for certificate of authority of the above-referenced corporation, along with a check in the amount of \$70.00, which we ask that you file as soon as possible. Please return a certified copy of the certificate of authority to the address contained in the letterhead.

Thank you for your assistance in this regard.

Very truly yours,

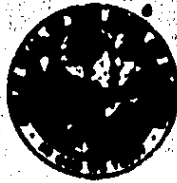
*Enrique Arroyo*  
ENRIQUE ARROYO

400001617774  
-10/23/95--01062--018  
\*\*\*\*\*20.00 \*\*\*\*\*70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 NOV 14 PM 2:34

FILED



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**October 24, 1995**

**ARROYO & ARROYO, P.A.**  
**ENRIQUE ARROYO**  
**1900 S. HARBOR CITY BLVD., #328**  
**MELBOURNE, FL 32901**

**SUBJECT: ACTIVITY DIRECTORIES INTERNATIONAL, INC.**  
**Ref. Number: W95000021214**

**We have received your document for ACTIVITY DIRECTORIES INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**The form you have submitted does not meet our standard requirements. Please complete the enclosed application.**

**Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.**

**If you have any questions concerning the filing of your document, please call (904) 487-6093.**

**Freta Lott**  
**Corporate Specialist Supervisor**

**Letter Number: 695A00047815**

**ARROYO & ARROYO, P.A.**

ATTORNEYS AT LAW

1600 WEST EAU GALIE BOULEVARD • SUITE 201 • MELBOURNE, FLORIDA 32935 • TEL. 407-242-8656 • FAX 407-242-7081 •

November 14, 1995

Qualification/Tax Lien Section  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS  
Tracking No. 8070313731

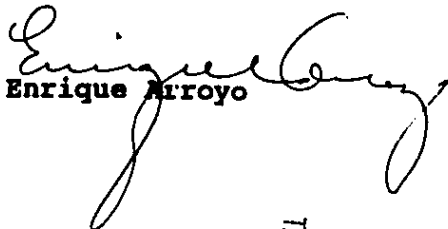
Re: **ACTIVITY DIRECTORIES INTERNATIONAL, INC.**  
Ref. No. W95000021214

Dear ladies/gentlemen,

Enclosed are a copy of your letter no. 695A00047815, dated October 24, 1995, with attachments, and the completed Application by Foreign Corporation for Authorization to Transact Business in Florida.

Please return a certified copy of the certificate of authority to the above address.

Sincerely,

  
Enrique Arroyo

Encls.

**FILED**  
95 NOV 14 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS**

**SUBJECT: ACTIVITY DIRECTORIES INTERNATIONAL, 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:

Enrique Arroyo

(Name of Person)

ARROYO & ARROYO, P.A.

(Firm/Company)

1600 W. Eau Gallie Blvd., Suite 201

(Address)

Melbourne, FL 32935

(City, State and Zip Code)

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

Enrique Arroyo

(Name of Person)

at ( 407 ) 242-8656

Area Code & Daytime Telephone Number

**COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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

1. **ACTIVITY** DIRECTORIES INTERNATIONAL, 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. COLORADO 3. 84-1208460  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 11, 1992 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Immediately upon receipt of approval from State of FL  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. c/o Enrique Arroyo, ARROYO & ARROYO, P.A.  
1600 W. Eau Gallie Blvd., Suite 201, Melbourne, FL 32935  
(Current mailing address)
8. All lawful business.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**  

Name: Enrique Arroyo  
ARROYO & ARROYO, P.A.  
Office Address: 1600 W. Eau Gallie Blvd., Suite 201  
Melbourne, Florida, 32935  
(Zip Code)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.*

  
(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.**

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: DOUGLAS G. McINTYRE, Tele-Direct International

Address: 325 Milner Avenue, Suite 1050  
Scarborough, Ontario M1B5S8, Canada

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Kenneth McFadden

Address: 9500 S. Dadeland Blvd., Suite 500  
Miami, FL 33156

Director: Robert Mackett

Address: 9500 S. Dadeland Blvd., Suite 500  
Miami, FL 33156

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

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Mr Robert Mackett - Director  
(Typed or printed name and capacity of person signing application)

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95 NOV 14 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

ACTIVITY DIRECTORIES INTERNATIONAL, INC.  
(COLORADO CORPORATION)

file # 921089161 was filed in this office on SEPTEMBER 11, 1992, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: OCTOBER 3, 1995

*Victoria Buckley*

SECRETARY OF STATE

FILED  
95 NOV 14 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ACTIVITY DIRECTORIES INTERNATIONAL, INC.

FILED  
SEP 11 1992  
STATE OF COLORADO  
DEPARTMENT OF STATE

The undersigned, being of the age of eighteen years or more and desiring to act as an incorporator of a corporation pursuant to the laws of the State of Colorado, does hereby adopt these Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be: Activity Directories International, Inc.

**ARTICLE II**

The corporation shall have perpetual existence.

**ARTICLE III**

The purpose for which this corporation is organized is to transact all lawful business, as the Board of Directors may determine from time to time, for which corporations may be incorporated pursuant to the Colorado Corporation Code.

**ARTICLE IV**

A. **Authorized Capital.** The authorized capital of this corporation shall consist of 10,000 shares of common stock with a par value of \$1.00 each. From time to time said shares may be issued by the corporation for such consideration expressed in dollars, not less than the par value thereof, in money paid, property received, or labor done, as may be fixed by the Board of Directors. All of said stock, when issued, shall be fully paid and nonassessable for any purpose.

B. **Voting.** Each holder of common stock of the corporation shall have one vote for each share held by him. Cumulative voting shall not be allowed.

C. **Preemptive Rights.** Shareholders of this corporation shall have no preemptive rights to acquire unissued, additional, or treasury shares of this corporation, or securities convertible into shares or carrying stock purchase warrants or privileges.

D. **Majority Vote.** Without limiting the right of the shareholders under applicable provisions of the Colorado Corporation Code to approve any other action by the affirmative vote of the majority of shares entitled to vote thereon, the following action may be taken by the corporation upon resolution of the Board of Directors recommending such action and upon the recommendation's receiving the affirmative vote of a majority of the total shares entitled to vote thereon:

1. Amendment to Articles of Incorporation of the corporation;
2. A sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the corporation, if not in the usual and regular course of its business;



3. Adoption of a plan of merger, a plan of consolidation, or a plan of exchange of shares; and

4. Voluntary dissolution of the corporation by act of the corporation or the revocation of voluntary dissolution proceedings by act of the corporation.

E. Restrictions on Transfer of Shares. The following provisions granting the corporation and its shareholders the right to impose restrictions on the transfer of the corporation's shares shall apply:

1. The Board of Directors shall have the right from time to time by resolution or bylaw to impose restrictions, prior to the issuance thereof, upon the transfer and encumbrance of any shares of the corporation's stock.

2. Any two or more shareholders of record of the corporation by written agreement among themselves may impose restrictions binding upon themselves, their heirs, successors, personal representatives, transferees, and assigns, upon the transfer and encumbrance of the shares of the corporation's stock held by them. The corporation, upon approval by the Board of Directors, may be a party to such written agreement. In addition, the corporation, upon approval by the Board of Directors, may be a party to such a written agreement between it and any one shareholder of record of the corporation.

3. The Board of Directors, upon the unanimous vote or written consent of the holders of record of all affected shares, may from time to time by agreement, bylaw, or joint resolution, impose restrictions upon the transfer and encumbrance of shares of the corporation's stock that are issued and outstanding.

4. A copy of all resolutions, agreements, bylaws, or other writings setting forth the restrictions to which shares of the corporation are subject shall be filed with and kept by the Secretary of the corporation and shall be available to any holder of record upon request and without charge.

5. The restrictions on the transfer and encumbrance of shares or a notation thereof shall be set forth conspicuously on the certificates for shares subject thereto.

#### ARTICLE V

The address of the initial registered office of this corporation shall be Otten, Johnson, Robinson, Neff & Ragonetti, P.C., 950 Seventeenth Street, Suite 1600, Denver, Colorado, 80202, and the initial registered agent at such address shall be William R. Neff.

#### ARTICLE VI

The number of directors shall be as fixed from time to time by the Bylaws of the corporation. The number of directors constituting the initial Board of Directors shall be five. The names

and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

Douglas G. McIntyre

325 Milner Avenue, Suite 1050  
Scarborough, Ontario  
Canada M1B5S8

Raul Pumber

325 Milner Avenue, Suite 1070  
Scarborough, Ontario  
Canada M1B5S8

Thomas J. Bourke

1600 Renee Levesque Boulevard West, Suite 800  
Montreal, Quebec  
Canada H3H1P9

Jerry Lips

8100 South Southpark Way, Unit A-1  
Littleton, Colorado 80120

Charles P. Lindsey

8100 South Southpark Way, Unit A-1  
Littleton, Colorado 80120

#### ARTICLE VII

A director of the Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or to its Shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) for acts specified under Section 7-5-114 of the Colorado Corporation Code or any amended or successor provision thereof; or (iv) for any transaction from which the director derived an improper personal benefit. If the Colorado Corporation Code is amended after this Article is adopted to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Corporation shall be eliminated or limited to the fullest extent permitted by the Colorado Corporation Code, as so amended.

#### ARTICLE VIII

The name and address of the incorporator is:

William R. Neff

Omen, Johnson, Robinson, Neff and Ragonetti, P.C.  
950 Seventeenth Street, Suite 1600  
Denver, Colorado 80202

IN WITNESS WHEREOF, the incorporator has signed and verified these Articles of  
Incorporation this 11 day of September, 1992.

William R. Neff  
William R. Neff