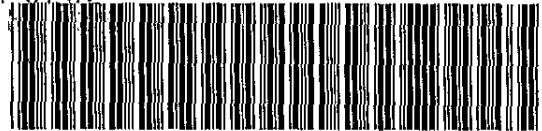


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SECRETARY OF STATE
TALLAHASSEE, FL



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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LAW OFFICES
**WARCHOL, MERCHANT, ROLLINGS,
BUCKLEY & POHL, L.L.P.**

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 69-2861736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator
J. PATRICK BUCKLEY
MICHAEL A. POHL
MARK A. HOROWITZ

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1633 SOUTHEAST 47TH TERRACE
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TALLAHASSEE, FLORIDA
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REAL ESTATE FAX (239) 542-5689
E-MAIL: rollingsowmr@earthlink.net

March 24, 2005

Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, Florida 32399

Attn: Corporate Division

RE: USA YELLOW PAGES, L.L.C.

Dear Sirs:

Enclosed herewith is the original and one copy of the Articles of Organization of the above referenced corporation, together with a check in the amount of \$160.00, said check allocated as follows:

\$100.00 Filing fee
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified copy
\$ 5.00 Certificate of Status

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,


Harvey Rollings

HR:dmd

Encs.

ARTICLES OF ORGANIZATION OF USA YELLOW PAGES, LLC

2005 MAR 25 P 12:13

The undersigned certify that for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority of the conduct of business of the limited liability company.

ARTICLE I NAME, PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The name of the limited liability company shall be **USA YELLOW PAGES, LLC**, and its mailing address and principal office shall be located at 4009 East River Drive, in the City of Fort Myers, County of Lee, State of Florida but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, entity, and in this capacity or

under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and settlements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

The Limited Liability Company is reserved to its members whose names and addresses are as follows:

JUDITH RAPPERPORT
4009 East River Drive
Fort Myers, Florida 33916

**ARTICLE V
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

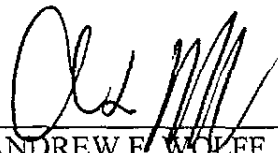
The address of the initial registered office of the limited liability company is 4009 East River Drive, City of Fort Myers, County of Lee, State of Florida and the name of the company's initial registered agent at that address is ANDREW F. WOLFF.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization on behalf of the Company this 23 day of March, 2005.


JUDITH RAPPERPORT,
Authorized Representative

In accordance with Florida Statute Section 608.408(3), the execution of this document constitutes affirmation under the penalties of perjury that the facts herein are true.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


ANDREW F. WOLFF,
Registered Agent's Signature