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From: Account Name : CAMNER, LIPSITZ AND POLLER, PROFESSIONAL ASSOCIATION
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FLORIDA NON-PROFIT CORPORATION

SWITCHBOARD FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 1, 2003

CAMNER LIPSITZ AND POLLER

SUBJECT: SWITCHBOARD FOUNDATION, INC.
REF: W03000018803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

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

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Becky McKnight
Document Specialist
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Aud. #: H03000223641

ARTICLES OF INCORPORATION
FOR
SWITCHBOARD FOUNDATION, INC.

(A corporation not for profit)

I, the undersigned, do hereby execute, 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 of the corporation shall be SWITCHBOARD FOUNDATION, INC. The address of the initial principal office of this corporation is 710 S.W. 27th Avenue, Suite 1000, Miami, Florida 33135 and the mailing address shall be the same.

ARTICLE II

The primary purpose of this corporation is to financially support and develop Switchboard of Miami, Inc., a Florida corporation not for profit.

ARTICLE III

The method of election of directors shall be stated in the bylaws.

ARTICLE IV

The street address of the initial registered office of the corporation shall 710 S.W. 27th Avenue, Suite 1000, Miami, Florida 33135 and name of its initial registered agent shall be Switchboard of Miami, Inc. with the identical address of 710 S.W. 27th Avenue, Suite 1000, Miami, Florida 33135. An acceptance of appointment as registered agent is being filed simultaneously with this designation.

ARTICLE V

The name and address of the incorporators of the corporation are Vincent Carrodegua, 2121 Ponce De Leon Boulevard, Ste. 1100, Coral Gables, Florida 33134 and Steven L. Bailey, 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

ARTICLE VI

All corporate powers, business and affairs of the corporation shall be exercised by or under the authority of the directors, subject to any limitation set forth in these Articles

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Aud. #: H03000223641

of Incorporation or the corporation's bylaws. This corporation shall have six (6) initial directors. The name and street address of the initial directors are:

- Vincent Carrodegua
2121 Ponce De Leon Boulevard, Ste. 1100
Coral Gables, FL 33134
- Michael Rosenberg
3550 Royal Palm Avenue
Coconut Grove, FL 33133
- Art Noriega
190 N.E. 3rd Street
Miami, FL 33133
- Helen Labrada
5505 Blue Lagoon Drive
Miami, FL 33126
- Edward Hudak, Jr.
2801 Salzedo Street
Coral Gables, FL 33134
- Janice Hill
116 Alhambra Circle, Suite J
Coral Gables, FL 33134

ARTICLE VII

The names and address of the initial officers of the corporation who shall hold office for one year or until their successors are duly elected and qualified shall be:

- | | |
|--------------------------------|---|
| President | Vincent Carrodegua
2121 Ponce De Leon Boulevard, Ste. 1100
Coral Gables, FL 33134 |
| 1 st Vice President | Michael Rosenberg
3550 Royal Palm Avenue
Coconut Grove, FL 33133 |
| 2 nd Vice President | Helen Labrada
5505 Blue Lagoon Drive
Miami, FL 33126 |

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Aud. #: H03000223641

Secretary

Edward Hudak, Jr.
2801 Salzedo Street
Coral Gables, FL 33134

Treasurer

Art Noriega
190 N.E. 3rd Street
Miami, FL 33132

ARTICLE VIII

This corporation will be subordinate to and subject to the authority of the then acting directors of Switchboard of Miami, Inc., a Florida corporation not for profit, to the extent allowed by law.

ARTICLE IX

This corporation shall have perpetual existence commencing on June 30, 2003.


ARTICLE X

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, territory or nation.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, we, Vincent Carrodegua, being the initial president, an initial director and co-incorporator and Steven L. Bailey, co-incorporator, respectively, of SWITCHBOARD FOUNDATION, INC., make and file with the Florida Department of State these Articles of Incorporation this 7th day of July, 2003.



Vincent Carrodegua, initial president,
director and co-incorporator of
Switchboard Foundation, Inc.


Steven L. Bailey, co-incorporator of
Switchboard Foundation, Inc.

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Aud. #: H03000223641ACCEPTANCE OF REGISTERED AGENT

IN WITNESS WHEREOF, I, Vincent Carrodegua, being the current president and director of Switchboard of Miami, Inc., a Florida corporation not for profit authorized to transact business in this state with a business office identical with the registered office of Switchboard Foundation, Inc. and having been named as Registered Agent on whom process may be served hereby accept the appointment as Registered Agent on behalf of Switchboard of Miami, Inc. I further agree, on behalf of Switchboard of Miami, Inc., to comply with the provisions of all statutes relating to the proper and complete performance of these duties, and I am familiar with and accept the obligations of this position as Registered Agent.

EXECUTED this 7th day of July, 2003.



Vincent Carrodegua, president and
director of Switchboard of Miami, Inc.