

P000000036814

Mitchell D. Aronson  
10800 Biscayne Boulevard, Suite 350  
Miami, FL 33161

April 5, 2000

Department of State  
Division of Corporations  
409 East Gaines St.  
Tallahassee, FL 32399

Re: Filing of Proposed Articles of Incorporation of WebDirectoryCD.Com, Inc.

Dear Division of Corporations:

Enclosed please find an original and one copy of proposed Articles of Incorporation of WebDirectoryCD.Com, Inc. and a money order for \$87.50.

After the corporation is filed, please provide me with a certified copy of the Articles and a Certificate of Status.

Thank you.

Very truly yours,

  
Mitchell D. Aronson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WebDirectoryCD.Com, Inc.

**FILED**  
00 APR -7 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of the corporation shall be WebDirectoryCD.Com, Inc.

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10800 Biscayne Blvd., Suite 350  
Miami, FL 33161

ARTICLE III-SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares

ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS

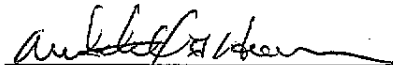
The name and Florida street address of the initial registered agent are:

Mitchell Aronson  
10800 Biscayne Blvd., Suite 350  
Miami, FL 33161

ARTICLE V-INCORPORATOR


The name and address of the incorporator to these Articles of Incorporation are:

Mitchell D. Aronson  
10800 Biscayne Blvd., Suite 320  
Miami, FL 33161

  
\_\_\_\_\_  
Signature of Incorporator

4/5/00  
\_\_\_\_\_  
Date

Having been named as registered agent and to accept service of process for the above stated corporation 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 proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature of Registered Agent

4/5/00  
\_\_\_\_\_  
Date

**FILED**  
00 APR -7 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA