

South Florida

Directory Company, Inc.

1250 E. Hallandale Beach Blvd.
Suite 305
Hallandale Beach, FL 33009

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E-mail:
dennisholober@directorycompany.com

PO10000007623

Tuesday, January 16, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/22/01--01009--012
*****78.75 *****78.75

Re: **Articles of Incorporation of
Directory Publishers, Inc.**

Dear Ladies or Gentlemen:

Enclosed are the originally executed articles of incorporation for the above named new Florida corporation for profit, together with a check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75) for the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation:	\$ 35.00
Certified Copy:	\$ <u>8.75</u>

Total: \$ 78.75

Please file the articles and return a certified copy in the Priority Mail stamped enveloped also enclosed herein, *ADDRESSED TO DENNIS HOLOBER*.

Thank you for your cooperation and expeditious handling of this matter.

Very truly yours,

Ilene Ascher
Ilene Ascher

FILED
01 JAN 19 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-22-01
1190

ARTICLES OF INCORPORATION
OF
DIRECTORY PUBLISHERS, INC.

FILED
01 JAN 19 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, adopt the following articles of incorporation for such Corporation.

ARTICLE I

The name of the corporation shall be DIRECTORY PUBLISHERS, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act and permitted under the laws of the State of Florida, the United States of America, or any other country, territory or nation.

ARTICLE IV

The corporation shall have the authority to issue three thousand shares of common Stock, at no par value, each of which shall bear the right to fully participate in the distribution of declared dividends and all other distributions of earnings which the Board of Directors shall, from time to time, distribute to shareholders; and, also, each of which shall have the right to vote, each share of this class having one (1) vote, on all issues presented to the shareholders for vote, including, but not limited to the election of the Board of Directors, the number of Directors composing the Board of Directors and all other issues

presented to shareholders of the corporation for vote pursuant to the laws of the State of Florida, the United States of America, the Florida General Corporations Act and the By-Laws of the corporation.

ARTICLE V

All or any portion of all shares of stock of this corporation may be subject to shareholder restrictive agreements containing numerous restrictions on the right of a shareholder of the corporation, including, but not limited to the right of transfer of the share(s) of stock of the corporation. A copy of all shareholder restrictive agreements, if any, shall be kept on file at the principal office of the corporation and a notation of such restrictive agreement, if any, shall be appropriately endorsed on stock certificate(s) representing the share(s) of stock subject to such restrictive agreements.

ARTICLE VI

The corporation elects to have preemptive rights for all shares of stock.

ARTICLE VII

The Board of Directors of the corporation shall have the power, without vote or assent of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in the Articles of Incorporation, or any amendments hereto, are granted subject to this reservation.

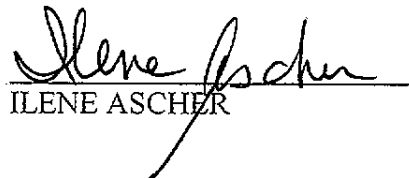
ARTICLE IX

The address of the initial principal place of business of the corporation is 20533 Biscayne Boulevard, Suite 203, Aventura, Florida 33180; and the name and address of the initial Registered Agent of the corporation is ILENE ASCHER, whose address is 9773 NW 4th Street, Coral Springs, Florida 33071.

ARTICLE X

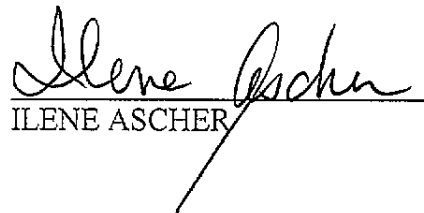
The number of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as initial director of the corporation is ILENE ASCHER, whose address is 9773 NW 4th Street, Coral Springs, Florida 33071.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal, and executed these Articles of Incorporation on this 17 day of January, 2001.


ILENE ASCHER

ACCEPTANCE BY REGISTERED AGENT

I hereby accept and agree to act in the capacity of Registered Agent for the Corporation, and agree to comply with the provisions of the applicable Florida Statutes.

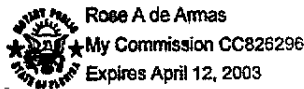

ILENE ASCHER

STATE OF FLORIDA)
)
COUNTY OF) ss.

BEFORE ME, the undersigned authority, this day personally appeared **ILENE**

ASCHER, who, upon being by me first duly sworn, deposes and says that She executed the above and foregoing Articles of Incorporation this day for the purposes expressed therein, and who presented FLORIDA 1 RIVERS LICENSE for identification or who is personally known to me.

SWORN TO AND SUBSCRIBED before me this 14th day of January 2001.



Rose A. de Armas
Notary Public, State of Florida At Large

My Commission Expires: