

FROM

DIVISION OF CORPORATIONS

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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

U.S. Local Direct, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
U.S. LOCAL DIRECT, INC.**

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THE UNDERSIGNED, acting as the sole Incorporator of U.S. LOCAL DIRECT, INC. (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified ("FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is: U.S. LOCAL DIRECT, INC.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Shares

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 10,000 shares of Common Stock having a par value of \$0.001 per share ("Common Stock").

ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 777 S. Harbour Island Blvd., Suite 100, Tampa, FL 33602.

ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 777 S. Harbour Island Blvd., Suite 100, Tampa, FL 33602 and the initial registered agent at such address is Ian C. Cordell.

ARTICLE VI
Initial Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is three (3). The initial directors of the Corporation shall be the following individuals:

Prepared By:
Marina Choundas, Esquire
Poley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
(813) 229-2300
FL Bar No.: 0066672

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Ian C. Cordell

Christopher Kent

David Kanstoroom

ARTICLE VIII

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Ian C. Cordell
777 S. Harbour Island Blvd., Suite 100
Tampa, Florida 33602

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 1st day of June, 2001.



Ian C. Cordell, Sole Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of U.S. LOCAL DIRECT, INC.

DATED: Effective this 1st day of June, 2001.


Ian C. Cordell

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