

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 632
Tallahassee, FL 32304

Subject: CITY PHONE BOOK PUBLISHING, INC.

Enclosed are an original and two (2) copies of the articles of incorporation and a check for:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	<u>\$ 8.75</u>
Total	\$78.75

From: David Bloom

3675 N. Country Club Dr., Suite 502

Aventura, FL 33180

(305) 933-2138

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FILED
02 FEB 19 AM 8:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
CITY PHONE BOOK PUBLISHING, INC.

The undersigned Incorporator to these *Articles of Incorporation* a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **CITY PHONE BOOK PUBLISHING, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address of the corporation is:
CPM, 930 Washington Ave., Third Floor, Miami Beach, FL 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV CAPITAL STOCK

The corporation shall have the authority to issue five hundred (500) shares of common stock having no par value, each 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 pursuant to the laws of the United States, the State of Florida and the By-Laws of the corporation.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII DIRECTORS

This corporation shall, initially, have five (5) directors. The name and address of the initial members of the Board of Directors are:

ANTHONY PROENZA

18782 N.W. 80 Ave.
Miami, FL 33015

MARK CALEV

1155 Brickell Ave., Suite 907
Miami, FL 33131

MICHAEL STERN

3500 Mystic Pointe Dr., Suite 2907
Aventura, FL 33180

AMIT BLOOM

3675 N. Country Club Dr., Suite 502
Aventura, FL 33180

DAVID BLOOM

3675 N. Country Club Dr., Suite 502
Aventura, FL 33180

ARTICLE VIII OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until his/her successors are elected or appointed are:

SECRETARY

ANTHONY PROENZA

18782 N.W. 80 Ave.
Miami, FL 33015

VICE PRESIDENT

MARK CALEV

1155 Brickell Ave., Suite 907
Miami, FL 33131

PRESIDENT

MICHAEL STERN

3500 Mystic Pointe Dr., Suite 2907
Aventura, FL 33180

VICE PRESIDENT

AMIT BLOOM

3675 N. Country Club Dr., Suite 502
Aventura, FL 33180

TREASURER

DAVID BLOOM

3675 N. Country Club Dr., Suite 502
Aventura, FL 33180

ARTICLE IX REGISTERED AGENT

The name and the address of the initial Registered Agent of the corporation is David Bloom, whose address is 3675 N. Country Club Dr., Suite 502, ^{Aventura} Florida 33180.

ARTICLE X INCORPORATOR

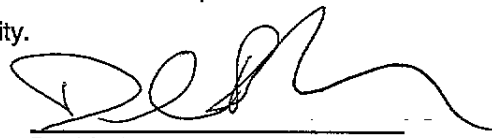
The name and the address of the Incorporator of the corporation is David Bloom, whose address is 3675 N. Country Club Dr., Suite 502, Aventura, Florida 33180.

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IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal, and executed these Articles of Incorporation this 14 day of FEBRUARY, 2002.


David Bloom


ACCEPTANCE BY REGISTERED AGENT

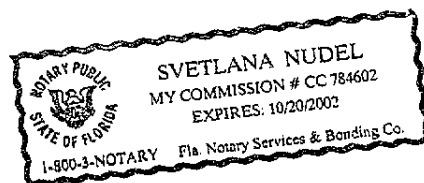
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


David Bloom

STATE OF FLORIDA }
COUNTY OF MIAMI DADE } **SS:**
 }

The foregoing instrument was acknowledged before me this 14 day of FEBRUARY, 2002, by David Bloom.


Notary Public
Print Name: Svetlana Nuudel
Personally Known _____ Or Produced Identification ✓
Type of Identification Florida Driver License



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02 FEB 19 AM 8:50
TALLAHASSEE FLORIDA
SECRETARY OF STATE