

# NICKLAUS & NICKLAUS

ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

H. GREGG NICKLAUS

October 4, 2002

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

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-10/08/02--01015--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: USA NATIONAL DIRECTORIES, INC.

Dear Sirs;

Enclosed please find the Articles of Incorporation and Acceptance of Appointment of Registered Agent (in duplicate) for USA NATIONAL DIRECTORIES, INC.

In addition, I have enclosed a check in the amount of \$87.50, representing the following costs:

Filing Fee:	\$35.00
Registered Agent Fee:	35.00
Certificate of Incorporation	8.75
Certified Copy of Articles of Inc.	8.75
Total	\$87.50

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,

*Deborah L. Nicklaus*  
Deborah L. Nicklaus

DLN;dlp  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
USA NATIONAL DIRECTORIES, INC.**

**FILED**  
02 OCT -8 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I.  
NAME**

The name of this corporation is USA NATIONAL DIRECTORIES, Inc.

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal office of this corporation is 1026 Pass A Grille Way, St. Pete Beach, FL 33706 and the mailing address of this corporation is P. O. Box 58275, St. Petersburg, FL 33715.

**ARTICLE III.  
DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of October 10, 2002.

**ARTICLE IV.  
PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE V.  
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.  
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Owen Lollar, 1026 Pass A Grille Way, St. Pete Beach, Florida 33706.

**ARTICLE VII.  
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but

shall never be less than one (1). The name and address of the initial directors of this corporation are:

Owen Lollar	1026 Pass A Grille Way St. Pete Beach, Florida 33706
Scott Santella	1026 Pass A Grille Way St. Pete Beach, Florida 33706
Mike Santella	1026 Pass A Grille Way St. Pete Beach, Florida 33706

#### **ARTICLE VIII.** **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Owen Lollar, 1026 Pass A Grille Way, St. Pete Beach, Florida 33706.

#### **ARTICLE IX.** **INITIAL OFFICERS**

The names and post office addresses of the initial officers of the corporation are:

Name	Address	Office
Owen Lollar	1026 Pass A Grille Way St. Pete Beach, Florida 33706	President
Scott Santella	1026 Pass A Grille Way St. Pete Beach, Florida 33706	Vice President
Mike Santella	1026 Pass A Grille Way St. Pete Beach, Florida 33706	Secretary/Treasurer

#### **ARTICLE X.** **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI.**  
**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XII.**  
**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

**ARTICLE XIII.**  
**PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 4 day of October, 2002.

  
\_\_\_\_\_  
Owen Lollar  
INCORPORATOR

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 4 day of October, 2002.

  
Owen Lottar

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