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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT/NON PROFIT CORPORATION Y A BILLING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
Y A BILLING CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Y A BILLING CORP.

ARTICLE II PRINCIPAL PLACE OF BUSINESS

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

**2500 NW 79th AVENUE
SUITE # 289
DORAL, FL 33122**

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1000) SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR PER SHARE.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporation and adoption of these Articles of Incorporation.

**ARTICLE VI INITIAL REGISTERED AGENT AND
OFFICE STREET ADDRESS**

The name and address of the initial registered agent is:

**ALAIN DIAZ
12696 NW 8th WAY
MIAMI, FL 33182**

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

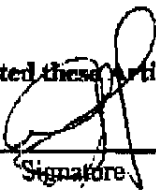
**PRESIDENT/DIRECTOR
ALAIN DIAZ
12696 NW 8th WAY
MIAMI, FL 33182**

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**PRESIDENT/DIRECTOR
ALAIN DIAZ
12696 NW 8th WAY
MIAMI, FL 33182**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2nd day of June, 2006



Signature

Signature

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitle to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE PROCESS WITHIN THE STATE OF FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Y A BILLING CORP.
2. The name and address of the registered agent and office is:

**ALAIN DIAZ
12696 NW 8th WAY
MIAMI, FL 33182**

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT PURSUANT TO F.S. 607.050(3).**

SIGNATURE



DATE

06/02/06

Division of Corporations

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Division of Corporations
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Fax Number : (850) 205-0381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

*Anni Suzanne,
corrections been
made. PLS. keep
filing date of
6-1-06!
Thank you,
Dewi*

FLORIDA PROFIT/NON PROFIT CORPORATION

Yellow Media Group Inc.

Certificate of Status	0
Certified Copy	1
Page Count	02 03
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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CT CORP
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PAGE 02/03
Florida Dept of State



June 2, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: YELLOW MEDIA GROUP INC.
REF: W06000025348

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Suzanne Hawkes
Document Specialist
New Filing Section

FAX Aud. #: H06000147694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Yellow Media Group Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

550 North Reo Street
Suite 300
Tampa, FL 33609**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Any and all lawful business

ARTICLE IV SHARES

The number of shares of stock is:

5,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Kristen Bahl, Director, President, Secretary and Treasurer
550 North Reo Street
Suite 300
Tampa, FL 33609**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Mary K. Mahoney
One M&T Plaza, Ste. 2000, Buffalo, NY 14203

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

JAMES M. NEWSOME

Special Assistant Secretary

Signature/Registered Agent

Date

Signature/Incorporator

Date