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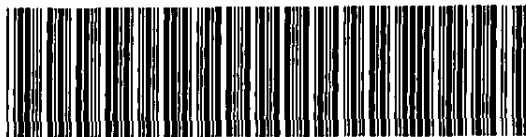
(Business Entity Name)

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2007 MAY -7 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 8 2007

# NICKLAUS & NICKLAUS

ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

H. GREGG NICKLAUS

May 3, 2007

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

Re: NATIONAL DIRECTORIES USA, INC.

Dear Sirs;

Enclosed please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office (in duplicate) for NATIONAL DIRECTORIES USA, 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. | <u>8.75</u> |
| 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

DLN;dlp  
Enclosure

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I.  
NAME**

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

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal office of this corporation is 6295 Gulf Boulevard, #6, St. Pete Beach, Florida 33706 and the mailing address of this corporation is 6295 Gulf Boulevard, #6, St. Pete Beach, Florida 33706.

**ARTICLE III.  
DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of filing.

**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, all of which shall be common shares without par value.

**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 Scott Santella, 6295 Gulf Boulevard, #6, 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:

|                  |  |
|------------------|--|
| Michael Santella | P. O. Box 13781<br>St. Petersburg, Florida 33733               |
| Walter Manning   | 540 115 <sup>th</sup> Avenue<br>Treasure Island, Florida 33706 |
| Scott Santella   | P. O. Box 15235<br>St. Petersburg, Florida 33733               |

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

The name and address of the person signing these Articles of Incorporation is Scott Santella, 6295 Gulf Boulevard, #6, 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              |
|------------------|--|---------------------|
| Michael Santella | P. O. Box 13781<br>St. Petersburg, Florida 33733               | President           |
| Walter Manning   | 540 115 <sup>th</sup> Avenue<br>Treasure Island, Florida 33706 | Vice President      |
| Scott Santella   | P. O. Box 15235<br>St. Petersburg, Florida 33733               | 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 3 day of May, 2007.



\_\_\_\_\_  
Scott Santella  
INCORPORATOR

CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is NATIONAL DIRECTORIES USA, INC.
2. The name and address of the registered agent and office of the Corporation is:

Scott Santella  
6295 Gulf Boulevard, #6  
St. Pete Beach, FL 33706



\_\_\_\_\_  
Scott Santella, Secretary/Treasurer

Date: 5-3-07

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.



\_\_\_\_\_  
Scott Santella

Date: 5-3-07