

P95000051475

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-02-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (904) 922-4000 FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRADEX FOODS, INC.
FAX AUDIT NUMBER: H95000007346 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/30/1995 TIME REQUESTED: 14:12:02
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000007346)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:07:40

FILED
95 JUL -3 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/3

DIVISION OF CORPORATIONS

95 JUL -3 AM 8:02

RECEIVED

TO DIV CORP ELT FI P.01

JUN-30-1995 16:18 FROM EMPIRE

H95000007346

H95000007346

ARTICLES OF INCORPORATION
OF
TRADEX FOOD, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is **TRADEX FOOD, INC.**

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV. - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V. - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ALAN J. BURTON, ESQ.,
BURTON & BURTON
2000 W. Commercial Blvd.
Suite 114
Ft. Lauderdale, FL 33309
Fla. Bar # 278971
(305) 351-0333

FILED
95 JUL -3 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office and mailing address of this corporation is 140 S. University Drive, Suite F, Plantation, FL 33324 and the name of the initial registered agent of this corporation is SYLVIE CARON, whose address is 140 S. University Drive, Suite F, Plantation, FL 33324.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one (1) director(s) initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is SYLVIE CARON, 140 S. University Drive, Suite F, Plantation, FL 33324.

ARTICLE IX. - INCORPORATION

The name and address of the person signing these Articles of Incorporation is SYLVIE CARON, 140 S. University Drive, Suite F, Plantation, FL 33324.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

H95000007346

ARTICLE XI.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of June, 1995.

Sylvie Caron
Subscriber

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SYLVIE CARON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he/she duly acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal this 10th day of June, 1995.

My Commission Expires:

Alan R. Barton
Notary Public,



ALAN R. BARTON
MY COMMISSION # 00271277 EXPIRES
MARCH 22, 1997
JOINED WITH TERRY PAUL BRADSHAW, INC.

H95000007340

44-38861-1000

24C IN0000C6H

- 1 -

That TRADEX FOOD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Dania, County of Broward, State of Florida, has named SYLVIA CANON, 140 S. University Drive, Suite F, Plantation, FL 33324 of Broward County, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

SYLVIE CARON
Resident Agent

FILED
95 JUL -3 AM 11:54
SEVEN
TALLAHASSEE, FLORIDA

P95000052475

ERIC P. LITTMAN, P.A.
1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131

MARK J. BRYN
OF COUNSEL

February 16, 1996

TEL: (305) 378-3588
FAX: (305) 378-0880

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: Amendment to Articles of Incorporation
of Automated Software Solutions, Inc.

900001724989
-02/27/96--01052--017
*****35.00 *****35.00

Gentlemen:

Enclosed please find two original Amendments to Articles of Incorporation changing the name of Automated Software Solution, Inc., to Just Dial, Inc.. Please return a certified copy to our office. Enclosed is a check in the amount of \$35.00 to cover the fees.

Very truly yours,

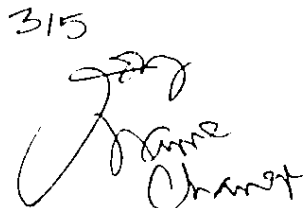

Eric P. Littman

EPL/ljc

Enclosures

FILED
96 FEB 26 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

315
All directors
OK.
for
S.P.


James Chang

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

AUTOMATED SOFTWARE SOLUTIONS, INC.

FILED
56 FEB 26 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being all the directors of AUTOMATED SOFTWARE SOLUTIONS, INC., do hereby amend the Articles of Incorporation of AUTOMATED SOFTWARE SOLUTIONS, INC., as follows:

ARTICLE III

NAME

Effective February 7, 1995, the name of the corporation shall be JUST DIAL, INC.

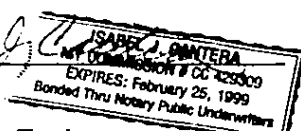
We hereby certify that the following was adopted by the unanimous vote of the shareholders and directors of the corporation on February 7, 1996.

IN WITNESS WHEREOF, we have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on February 7, 1996.


Wilson Alvarez, Sole Shareholder and Director


Barbara Alvarez, Director

Subscribed and Sworn on February 7, 1996 Before me:


Notary Public


My Commission Expires: