

P97000037/38

George D. E. Burden
Requestor's Name

434 N. Halifax Ave., Suite 1
Address

Daytona Beach, Fl. 32115
City/State/Zip Phone #

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SECRETARY OF STATE
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. W. S. Lial, Inc.
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN APR 25 1997

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME:** The name of this corporation shall be U.S. DIAL, INC.

2. **DURATION:** The period of duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States of America and of the State of Florida.

4. **CAPITAL STOCK:** Corporation is authorized to issue 100,000 shares, all of one class at \$1.00 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

GEORGE D.E. BURDEN
434 N. HALIFAX AVENUE, SUITE 1
DAYTONA BEACH, FLORIDA 32118

6. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) director initially. The number of directors may increase or decrease from time to time by an amendment of the by-laws of the corporation in the manner provided by law. The name and address of the initial directors and shareholders of this corporation are:

TODD AMON
282 NORTSHORE DRIVE
ORMOND BEACH, FLORIDA 32176

BRYAN JOSEPH PAULK
282 NORTSHORE DRIVE
ORMOND BEACH, FLORIDA 32176

7. **INCORPORATORS:** The name and address of the incorporators signing these articles of incorporation is:

TODD AMON
282 NORTSHORE DRIVE
ORMOND BEACH, FLORIDA 32176

BRYAN JOSEPH PAULK
282 NORTSHORE DRIVE
ORMOND BEACH, FLORIDA 32176

The corporation's principal office and mailing address is:

282 Northshore Drive
Ormond Beach, Florida 32176

8. **SHAREHOLDER QUORUM AND VOTING:** Sixty (60%) percent of the shares entitled to vote, represented and in person or proxy, shall constitute a quorum and a meeting of the shareholders. If a quorum is present the affirmative vote of 55% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. **SHAREHOLDERS ARE AS FOLLOWS:**

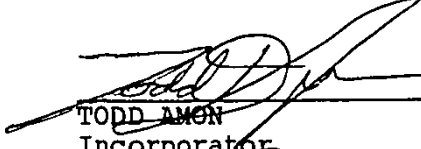
TODD AMON	- 100
BRYAN JOSEPH PAULK	- 100

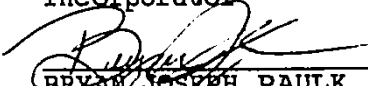
10. **PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares by any shareholder who does not exercise and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise pre-emptive rights. The right may be waived by affirmative written waiver submitted by the shareholder to the corporation.

11. **FORMAL ACTION OF DIRECTORS:** If any two (2) of the

directors consent in writing to any action taken or to be taken by the corporation and the writings evidence therein consent filed with the secretary of the corporation, the action shall be valid as though authorized in a meeting of the board of directors.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 21 day of April 1997.


TODD AMON
Incorporator


BRYAN JOSEPH PAULK
Incorporator

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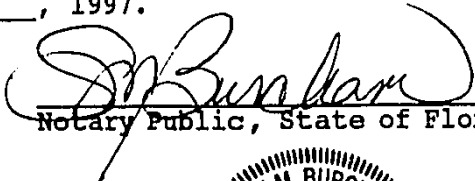
I affirmatively agree to act as registered agent for the above-captioned corporation.


GEORGE D.E. BURDEN, ESQUIRE

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority, personally appeared TODD AMON and BRYAN JOSEPH PAULK to me known to be the persons who executed the foregoing Articles of Incorporation and he acknowledged to and before me that they executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of April, 1997.


Notary Public, State of Florida

My Commission Expires: 9-6-2000

