P97000 SMITH, HOOD, PERKINS, LOUCKS & STOUT

DAVID A. MONACO
HORACE SMITH, JR.
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A Partnership of Professional Associations

POST OFFICE BOX 15200 DAYTONA BEACH, FL 32115 444 SEABREEZE BOULEVARD SUITE 900 DAYTONA BEACH, FL 32118

TELEPHONE (904) 254-6873 FACSIMILE (904) 257-1834

HARRY G. McCONNELL Of Coursel

June 4, 1997

BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Department of State Division of Incorporation State of Florida Post Office Box 6327 Tallahassee, Florida 32314 Re: National Direct Internet Yellow Pages Corporation

Our File No.: 2575.0001

Dear Sir:

Enclosed for filing is an original and one copy of the Articles of Incorporation National Direct Internet Yellow Pages Corporation. Also enclosed is the Designation of Registered Agent. Once filed, please issue a certified copy of the Articles of Amendment to me.

I enclose herewith a check in the amount of \$122.50 in payment of the applicable fees. I appreciate your assistance in this matter.

Best personal regards.

Very truly yours,

Charles D. Hood, Jr.

CDH/GPM/bcj Enclosures

E) (ORIZIA/MIXID/BKOMLE)(CCEO/ATDOY, MYD

cc: Michael C. Cimino, Esquire

Bm 6/11/97

ARTICLES OF INCORPORATION FOR NATIONAL DIRECT INTERNET YELLOW PAGES CORPORATION

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

ARTICLE ONE Name

The name of the corporation shall be: NATIONAL DIRECT INTERNET YELLOW PAGES CORPORATION

ARTICLE TWO Principal Office

The principal place of business and mailing address of this corporation shall be: 3570 W. International Speedway Blvd., Daytona Beach, FL 32114.

ARTICLE THREE Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Million shares (10,000,000).

ARTICLE FOUR Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE FIVE Initial Registered Agent and Street Address

The name and address of the initial registered agent is: Charles D. Hood, Jr., Esquire, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

ARTICLE SIX Incorporator

The name and street address of the incorporator to these Articles of Incorporation is: Charles D. Hood, Jr., Esquire, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

The undersigned incorporator has executed these Articles of Incorporation this day of May, 1997

Charles D. Hood, Jr., Esquire

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Florida Statute, Section 607.0501, the undersigned corporation organized under the 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 NATIONAL DIRECT INTERNET YELLOW PAGES CORPORATION.
- 2. The name and address of the registered agent and office is Charles D. Hood, Jr., Esquire, 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118.

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.

Charles D. Hood, Jr., Esquire

444 Seabreeze Boulevard

Suite 900

Daytona Beach, FL 32118

(904) 254-6875

97 JUN 10 JH 9: 10