

**LAW OFFICES**

DAVID A. MONACO  
HORACE SMITH, JR.  
CHARLES D. HOOD, JR.  
TERENCE R. PERKINS  
WILLIAM E. LOUCKS  
LARRY R. STOUT  
MICHAEL S. ORFINGER  
SCOTT A. SELIS  
ERIC K. NEITZKE  
CLAY L. MEEK  
JEFFREY E. BIGMAN  
K. JUDITH LANE  
JOHN H. WEEKS  
RUSSEL C. TULLIUS  
JAMES R. EVANS

POST OFFICE BOX 15200  
DAYTONA BEACH, FL 32115

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

800007207949 - 9  
E 105-6000-001  
\*\*\* 12 7 \*\*\* 12 3

FILED  
97 JUN 10 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[illegible]

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.

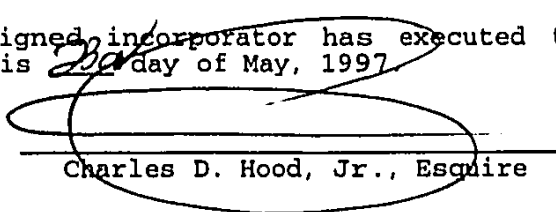
ARTICLE FIVE  
Initial Registered Agent and Street Address

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 23rd day of May, 1997.

  
\_\_\_\_\_  
Charles D. Hood, Jr., Esquire

FILED  
97 JUN 10 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

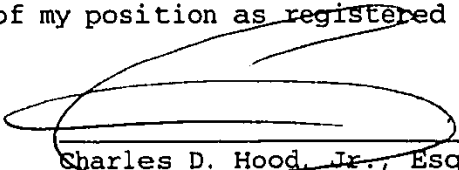
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**  
**AND REGISTERED OFFICE**

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

FILED  
97 JUN 10 AM 9:10  
TALLAHASSEE, FLORIDA