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ROBERT E. PANOFF, P.A.
LAW OFFICES
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DADELAND TOWERS SOUTH
9400 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156
TELEPHONE (305) 670-6547

August 1, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/04/97--01172--005
***122.50 ***122.50

Re: DIRECTORY ADVERTISING SERVICES, INC.

Gentlepeople:

Enclosed herewith please find the following documents:

1. A check for \$122.50, made payable to: "Secretary of State". (This covers the fees for filing, certified copy, and Registered Agent designation.)
2. An original, executed "ARTICLES OF INCORPORATION OF DIRECTORY ADVERTISING SERVICES, INC." for filing.
3. An original, executed "CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED" for filing.

PLEASE SEND THE RETURN DOCUMENTS TO THE UNDERSIGNED VIA
FEDERAL EXPRESS ("STANDARD OVERNIGHT"). OUR FEDERAL EXPRESS
ACCOUNT NUMBER IS: 1096-8982-3.

Thank you in advance for your prompt attention to this matter.

Sincerely,

ROBERT E. PANOFF, P.A.

By: [Signature]
Robert E. Panoff, Esq.

REP/dmg
Enclosures (3)
VIA FEDERAL EXPRESS
cc: Mr. Joe Parsons

FILED
97 AUG -4 PM 12:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

[Handwritten signature]
8/5/97

ARTICLES OF INCORPORATION
OF
DIRECTORY ADVERTISING SERVICES

FILED
97 AUG -4 PM 12: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation, A Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME AND ADDRESS.

The name and address of this Corporation are:

**DIRECTORY ADVERTISING SERVICES, INC.
SUITE 206, 3211 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134**

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable. Each share shall have pre-emptive privileges, restricted as to transfer and shall have full non-cumulative voting rights, with equal participation as to dividends.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND
INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERT E. PANOFF, ESQ.
ROBERT E. PANOFF, P.A.
SUITE 106, 9400 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is:

JOSEPH PARSONS
SUITE 206, 3211 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII.

INCORPORATOR.

The name and street address of the individual signing these Articles of Incorporation as the Incorporator and who has subscribed for the purchase of capitol common stock in the amount and for the consideration shown next to his name is as follows:

ROBERT E. PANOFF, ESQ.
SUITE 106, 9400 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156

ARTICLE IX.

CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE X.

AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 1st day of August, 1997.



ROBERT E. PANOFF, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation of DIRECTORY ADVERTISING SERVICES was acknowledged before me this 1st day of August, 1997 by ROBERT E. PANOFF, ESQ., who [X] is personally known to me OR [] has produced _____ as identification.

My Commission expires:



Notary Public DEBRA M. GATES



DEBRA M. GATES
COMMISSION # CC 631091
EXPIRES MAR 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **DIRECTORY ADVERTISING SERVICES, INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at Suite 206, 3211 Ponce de Leon Boulevard, City of Coral Gables, County of Dade, State of Florida, has named Robert E. Panoff, Esq., located at Suite 106, 9400 South Dadeland Boulevard, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



ROBERT E. PANOFF, ESQ.

FILED
97 AUG -4 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA