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Law Offices of

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September 11, 1998

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

Re: Miami-Dade Signs, Inc.
Our File No. 4826

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation, together with our check in the amount of \$122.50. Please return a certified copy of the articles to our office in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,

LAW OFFICES OF
WILLIAM J. MOTYCZKA

By: *Anthony Aragona*
Anthony Aragona

AA/tfj
Enclosures (as stated)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WS*

ARTICLES OF INCORPORATION

OF

MIAMI-DADE SIGNS, INC.

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

ARTICLE ONE

The name of the corporation shall be:

MIAMI-DADE SIGNS, INC.

ARTICLE TWO

This corporation is to have a perpetual existence.

ARTICLE THREE

The initial street address of the corporation's principal office is: 13076 S.W. 132 Court Miami, Fl 33186.

ARTICLE FOUR

The purpose for which this corporation is formed is: to engage in any activities or business permitted under the laws of the United States and/or under the Law of the State of Florida.

ARTICLE FIVE

The corporation is authorized to issue 100 shares of common stock par value of ten(\$0.10)cents.

ARTICLE SIX

The name and street address of the corporation's initial registered agent and office are as follows:

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DIVISION OF CORPORATIONS
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REGISTERED AGENT

WILLIAM J. MOTYCZKA, ESQUIRE

REGISTERED ADDRESS

13410 S.W. 128th Street
Miami Fl 33186

ARTICLE SEVEN

The corporation shall have one Director initially. The number of directors may be either increased or decreased from time to time, pursuant to the By-laws of the corporation, but in no event shall there be less than one (1) director. The names and addresses of the persons comprising the initial Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, are as follows:

NAME

JOHN GRASSBAUGH

ADDRESS

13076 S.W. 132 Court
Miami Fl 33186

ARTICLE EIGHT

The name and address of the incorporator is as follows:

NAME

JOHN GRASSBAUGH

ADDRESS

13076 S.W. 132 Court
Miami Fl 33186

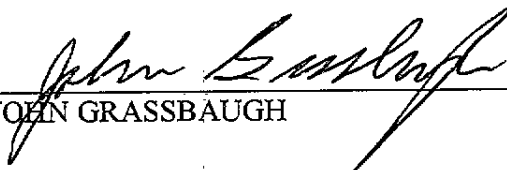
ARTICLE NINE

The corporation may be dissolved at any time by (i) unanimous written consent of the share holders; or (ii) on the affirmative vote of the holders of at least two thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or by her.

ARTICLE TEN

The corporation may be empowered to indemnify any former officer or director in the manner set out and provided for in the By-laws of the corporation.

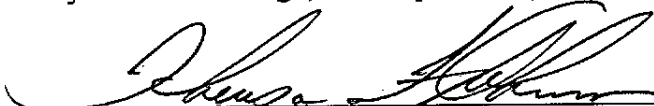
IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 1 day of sep., 1998.



JOHN GRASSBAUGH

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of September, 1998, by John Grassbaugh, who is personally known by me.



(Signature of person taking acknowledgment)

Theresa F. Johnson

(Printed Name of person taking acknowledgment)

OFFICIAL NOTARY SEAL
THERESA F JOHNSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC687607
MY COMMISSION EXP. OCT. 9, 2001

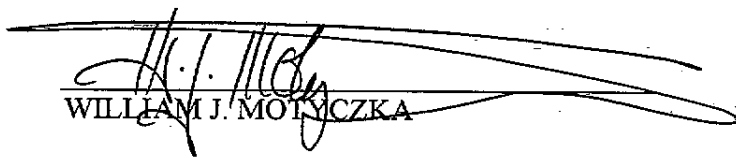
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statute Sec. 607.034, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for the service of process within the State of Florida:

NAME OF THE CORPORATION: MIAMI-DADE SIGNS, INC.
NAME OF REGISTERED AGENT: WILLIAM J. MOTYCZKA
ADDRESS OF REGISTERED OFFICE: 13410 S.W. 128th Street
Miami Fl 33186

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT


The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 1st day of September, 1998.


WILLIAM J. MOTYCZKA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 1:40

STATE OF FLORIDA)
)SS:
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of September, 1998, by WILLIAM J. MOTYCZKA, who is personally known to me.


(Signature of the person taking acknowledgment)

Theresa F. Johnson
(Printed name of person taking acknowledgment)

OFFICIAL NOTARY SEAL
THERESA F JOHNSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC687607
MY COMMISSION EXP. OCT. 9, 2001