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ACCOUNT NO. : 072100000032

REFERENCE : 727894 4334364

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 78.75

ORDER DATE : June 12, 2000

ORDER TIME : 10:56 AM

ORDER NO. : 727894-015

3000003304273--7

CUSTOMER NO: 4334364

CUSTOMER: Rita Townsend, Legal Asst
Weil Gotshal & Manges LLP
Suite 1300
100 Crescent Court
Dallas, TX 75201-6950

FOREIGN FILINGS

NAME: NEXTMEDIA OUTDOOR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 3:13

RECEIVED
00 JUN 26 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Wp 6/24

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. NextMedia Outdoor, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 84-1545398

(FEI number, if applicable)

4. May 16, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Sean Stover, Suite 360E, 6312 Fiddler's Green Circle

Englewood, CO 80011

(Current mailing address)

To engage in any act or activity for which corporations may be organized.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Michael J. Paul

Michael J. Paul (Registered agent's signature)
Michael J. Paul Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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SECRETARY OF CORPORATIONS
00 JUN 26 PM 3:13

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

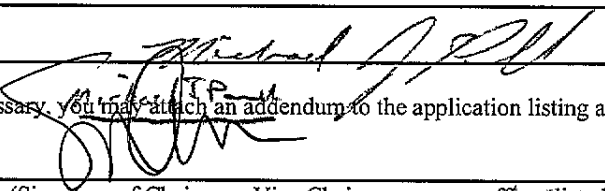
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sean Stover, President
(Typed or printed name and capacity of person signing application)

FILED
DIVISION OF CORPORATIONS
JUN 26 11 31 AM '00

(5)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

NextMedia Outdoor, Inc.

List of Officers

Name: Sean Stover **Title:** President
Bus. Addr.: 6312 Fiddler's Green Cir, 360E, Englewood, CO 80011

List of Directors

Name: Sean Stover **Term:** Jun 01, 2001
Bus. Addr.: 6312 Fiddler's Green Cir, 360E, Englewood, CO 80011

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DIVISION OF CORPORATIONS
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State of Delaware

PAGE 1

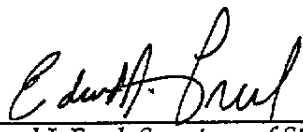
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 3:13

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTMEDIA OUTDOOR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0508695
DATE: 06-20-00