

F04000000919

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

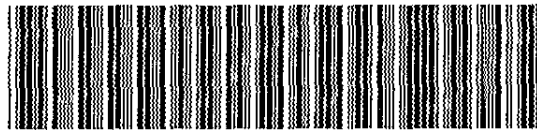
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W040000006567
ATTEMPTED TO FILE
THE SAME CORPORATION
CSC INSTRUCTED ME TO
GO AHEAD AND USE
CSC MONEY FOR
THIS QUALIFICATION —BK

Office Use Only

2/19/04



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RECEIVED

04 FEB 18 PM 12:54

DIVISION OF CORPORATION

04 FEB 18

PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 443189 4322291

AUTHORIZATION

COST LIMIT : \$ 78.75

04 FEB 18 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 16, 2004

ORDER TIME : 10:30 AM

ORDER NO. : 443189-080

CUSTOMER NO: 4322291

CUSTOMER: Laverne Calvert, Legal Asst
Powell Goldstein Frazer &
16th Floor
191 Peachtree St., N.e.
Atlanta, GA 30303

FOREIGN FILINGS

*****FILE 2ND*****

NAME: TRI-STATE OUTDOOR MEDIA GROUP,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**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.

FILED
FEB 18 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. Tri-State Outdoor Media Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 61-1440363

(FEI number, if applicable)

4. December 27, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Matthew B. Holt, 3416 Highway 41 South

7. Tifton, GA 31794

(Principal office address)

3416 Highway 41 South, Tifton, GA 31794

(Current mailing address)

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

(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

(City)

, 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: Cynthia A. Garro
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Matthew B. Holt

(Signature of Director or Officer listed in number 12 of the application)

14. Matthew B. Holt, Secretary

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Tri-State Outdoor Media Group, Inc.

List of Officers

Name: Gregory W. Kunz **Title:** President
Bus. Addr.: c/o Tri-State Outdoor Media Group, Inc. 67 Goodhill Road, Kentfield,
CA 94901

Name: Casey R. Gray **Title:** Sr. Vice President
Bus. Addr.: c/o Tri-State Outdoor Media Group, Inc. 3416 Highway 41 South, Tifton,
GA 31794

Name: Matthew B. Holt **Title:** Secretary
Bus. Addr.: c/o Tri-State Outdoor Media Group, Inc. 3416 Highway 41 South, Tifton,
GA 31794

List of Directors

Name: Gregory W. Kunz **Term:** Feb 01, 2005
Bus. Addr.: 67 Goodhill Road, Kentfield, CA 94901

Name: Peter Schweinfurth **Term:** Feb 01, 2005
Bus. Addr.: 599 Lexington Ave., 36th Floor, New York, NY 10022

Name: James P. Shanahan, Jr. **Term:** Feb 01, 2005
Bus. Addr.: 8044 Montgomery Rd, #480, Cincinnati, OH 45236

Name: Timothy Donmoyer **Term:** Feb 01, 2005
Bus. Addr.: 2 North Riverside Plaza, #700, Chicago, IL 60606

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRI-STATE OUTDOOR MEDIA GROUP, 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 2004.

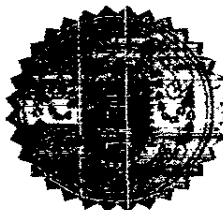
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRI-STATE OUTDOOR MEDIA GROUP, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3599002 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2932061

DATE: 02-17-04