

Document Number Only

F96000004130

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

UNIVERSAL OUTDOOR, INC.
03/03/96 01040-013
*****01.00 *****01.00

W96-16900

~~62416-16279~~

Universal Outdoor, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96415-8 11 1:39

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other ucc Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8-8

PLEASE RETURN EXTRA COPIES
FILE STAMPED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1996

CT CORPORATION SYSTEM

SUBJECT: UNIVERSAL OUTDOOR SIGNS, INC.
Ref. Number: W96000016579

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG - 8 PM 1:39

We have received your document for UNIVERSAL OUTDOOR SIGNS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name under which you will be filed will be the name exactly as it appears on the certificate of existence. Attached is a photocopy of the certificate - note that the word "Signs" does not appear in the corporate name. Please submit either a certificate with the name as it appears on your application, or a written request for us to change the name as it appears on your application to match the current certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 096A00037843

Lee,

8-13-96

Please omit the
word "Signs" on the
Qual docs. Please
backdate to 8-8-96 +
file. Thank you very much!

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Tamara

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Brian T. Clingen, do hereby certify
that this Resolution of the Board of Directors of Universal Outdoor, Inc.
a corporation duly organized and existing under the laws of the State of Illinois
was duly adopted on August 13, 19 96.

Resolved, that Universal Outdoor, Inc. organized
and existing in the State of Illinois, hereby adopts the
name Universal Outdoor Signs, Inc. for use in Florida.

Dated: August 13, 1996



Signature of at least one Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG - 8 PM 12:14

**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. Universal 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. Illinois 3. 36-282-7496
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 6/12/75 5. Perpetual
(Date of Incorporation) (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. 321 N. Clark St., Suite 1010
Chicago, IL 60610
(Current mailing address)
8. Outdoor advertising and other lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Registered agent's signature)

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)

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

Director
~~Chairman~~ Daniel L. Simon
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

Director
~~Vice Chairman~~ Brian T. Clingen
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

Director: Michael J. Roche
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

Director: Michael Goldberg
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

RECEIVED
SECRETARY OF STATE
JAN 11 1999

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

President: Daniel L. Simon
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

Vice President: Brian T. Clingen
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

Secretary: Paul G. Simon
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

Treasurer: Brian T. Clingen
Address: 321 N. Clark St., Suite 1010
Chicago, IL 60610

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

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

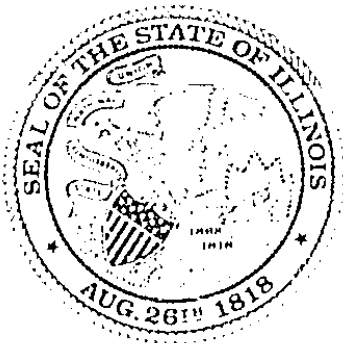
14. Brian T. Clingen, Vice President
(Typed or printed name and capacity of person signing application)

File Number 5067-765-6



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that UNIVERSAL OUTDOOR, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 12,
1975, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 1ST
day of AUGUST A.D. 19 96

George H. Ryan
SECRETARY OF STATE

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE • SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:
POST OFFICE BOX 59
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 354-2060
TELECOPIER (904) 354-2841

JAMES L. ADE
LYNDA N. AYCOCK
W. O. BIRCHFIELD
TIMOTHY A. BURLINCH
CHARLES L. CRANFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. DOODSREAD, JR.
STEPHEN D. HALKER
SHARON ROBERTS HENDERSON

BARBARA CHRISTIE JOHNSTON
WILHELMINA F. NIGHTLINGER
MYRA LOUGHMAN
RALPH H. MARTIN
ROBERT G. MICKLER
JOHN D. MILTON, JR.
DANIEL S. MUNN, JR.
SCOTT S. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

F 96000004/30
June 11, 1997

Secretary of State
Division of Corporations
Attn: Darlene Connell
P. O. Box 6327
Tallahassee, Florida 32314

000002209960--0
-06/12/97--01025--001
*****87.50 *****87.50

Re: Universal Outdoor, Inc.

Dear Darlene:

You may recall we previously spoke concerning the documentation necessary to allow Universal Outdoor, Inc., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc., to immediately assume and use the name "Universal Outdoor, Inc." in Florida. At that time, you advised us that your department would require (i) the Florida corporation to dissolve or amend its charter to change its name; (ii) an Affidavit from the Florida corporation consenting to my client's immediate assumption and use of the name "Universal Outdoor, Inc." in Florida; and (iii) an Affidavit from my client for purposes of amending its qualification documents to eliminate its d/b/a "Universal Outdoor Signs, Inc."

Accordingly, we enclose the following originally executed documents responsive to your request:

1. Articles of Dissolution of Universal Outdoor, Inc.;
2. Affidavit of Patricia G. Hancock as President and sole shareholder of Universal Outdoor, Inc., a Florida corporation; and
3. Affidavit of Paul G. Simon on behalf of Universal Outdoor, Inc., an Illinois corporation doing business as Universal Outdoor Signs, Inc.

FILED
97 JUN 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/16/97
Affidavit
Dropping
D/B/A
Name USED
IN
FLORIDA

Secretary of State
June 11, 1997
Page 2

In addition, we enclose our firm checks in the total amount of \$122.50 to cover filing fees for the Articles of Dissolution and Mr. Simon's Affidavit, as well as a certified copy of my client's amended qualification documents.

If you have any questions or concerns, please do not hesitate to call me directly at 904-354-2055, ext. 3030.

Sincerely,



Michael E. Goodbread, Jr.

MEGJr:bjc
Enclosures

cc: Mr. Bryan Parker (via facsimile w/out encls.)
Mr. Paul Simon (via facsimile w/out encls.)

AFFIDAVIT

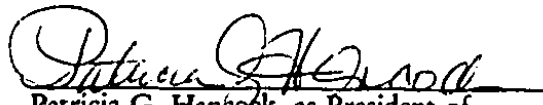
STATE OF FLORIDA)
COUNTY OF St. Lucie)

The undersigned, Patricia G. Hancock, being duly sworn, deposes and says that:

1. I am the President and sole shareholder of Universal Outdoor, Inc., a Florida corporation ("Corporation"), and am duly authorized to make this Affidavit on its behalf.
2. Effective on the date hereof, the Corporation has assigned, conveyed, and transferred to Universal Outdoor, Inc., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc., all of the Corporation's right, title, and interest in and to the name "Universal Outdoor, Inc.," a copy of which is attached hereto as Exhibit "A".
3. Pursuant to section 607.1405(4), Florida Statutes (1995), the Corporation consents to the immediate assumption and use of the name "Universal Outdoor, Inc." by Universal Outdoor, Inc., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc., and no other.

This Affidavit is made for the purpose of inducing the Florida Secretary of State to allow Universal Outdoor, Inc., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc., to exclusively register the assigned name with the Florida Secretary of State and to immediately use and assume the name "Universal Outdoor, Inc.".

And further Affiant saith not.


Patricia G. Hancock, as President of
Universal Outdoor, Inc., a Florida
corporation

STATE OF FLORIDA
COUNTY OF Fla St. Lucie

The foregoing instrument was acknowledged before me this 6th day of June, 1997, by Patricia G. Hancock, as President of Universal Outdoor, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced FDL as identification and did not take an oath.

1622-687-54-783


Notary Public, State of Florida

Printed SHIRLEY KAY LONG

My Commission expires:

Commission No.:



BILL OF ASSIGNMENT

KNOW ALL PERSONS BY THESE PRESENTS, that UNIVERSAL OUTDOOR, INC., a Florida corporation, and PATRICIA G. HANCOCK, individually and as the sole shareholder of said Universal Outdoor, Inc., a Florida corporation (collectively, the "Assignor"), for the sum of Five Thousand Five Hundred Dollars (\$5,500.00), and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, hereby sell, assign, transfer and delivery unto UNIVERSAL OUTDOOR, INC., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc. ("Assignee"), and no other, all of Assignor's right, title, and interest in and to the name "Universal Outdoor, Inc.", and any and all trademarks, tradenames, or other intellectual or proprietary interests in connection therewith, free and clear of any and all liens, charges, claims and encumbrances whatsoever (the "Property Rights");

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever;

AND ASSIGNOR does hereby represent, warrant, covenant and agree that (i) Assignor has valid title to the Property Rights hereby transferred and all authority and right to sell, assign, transfer, and deliver the same; (ii) that all such Property Rights are free and clear of all liens and encumbrances; (iii) that Assignor has been duly authorized to the extent necessary to enter into this Bill of Assignment and to consummate the transactions contemplated herein; (iv) that Assignor has not previously conveyed, or agreed to convey, any of the Property Rights assigned and conveyed herein; (v) that Assignor's execution and delivery of this Bill of Assignment does not constitute a breach or event of default under any other agreements or

contracts to which it is a party; and (vi) that Assignor will represent, warrant, and defend the Property Rights against all persons claiming against any or all of the same;

AND ASSIGNOR FURTHER AGREES THAT, at any time and from time to time after the date hereof, without further consideration, Assignor shall execute and deliver all such further instruments of conveyance and transfer and shall take such further action as Assignee may reasonably request for the more effective conveyance and transfer to Assignee of the Property Rights hereby assigned and conveyed.

IN WITNESS WHEREOF, Assignor has executed this Bill of Assignment on this 24th day of June, 1997.

UNIVERSAL OUTDOOR, INC.,
a Florida corporation

By: Patricia G. Hancock

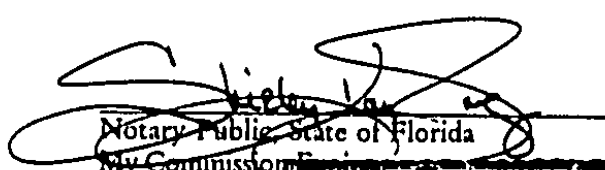
Patricia G. Hancock
Its President

Patricia G. Hancock
Patricia G. Hancock

Individually and as Sole Shareholder of
Universal Outdoor, Inc., a Florida
corporation

STATE OF FLORIDA
COUNTY OF Polk ST LUCIE

The foregoing instrument was acknowledged before me this 10th day of JUNE, 1997, by Patricia G. Hancock, individually and as President of Universal Outdoor, Inc., a Florida corporation. She is personally known to me or has produced Florida D.Lic # HG22-687-5472 as identification.


Notary Public, State of Florida
My Commission Expires
Commission Number
(Notarial Seal)



AFFIDAVIT

STATE OF Illinois }
COUNTY OF Cook }

FILED
97 JUN 12 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Paul A. Simon, being duly sworn, deposes and says that:

1. I am the U.P. / Secretary of Universal Outdoor, Inc., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc. ("Company"), and am duly authorized to make this Affidavit on its behalf.
2. The Company qualified to do business in Florida as Universal Outdoor Signs, Inc. on or about August 8, 1996, and is presently qualified to do business in Florida. A copy of the Company's Application for Authorization to Transact Business in Florida is attached to this Affidavit as Exhibit "A".
3. The Company acquired from Universal Outdoor, Inc., a Florida corporation, all right, title and interest of the corporation and its shareholder the name "Universal Outdoor, Inc." for immediate use in Florida. A copy of the Bill of Assignment transferring the said corporation's right to the name "Universal Outdoor, Inc." to the Company is attached hereto as Exhibit "B".
4. On the basis of the Bill of Assignment and the Articles of Dissolution of Universal Outdoor, Inc., a Florida corporation, delivered contemporaneously herewith, the Company requests the Florida Secretary of State to eliminate the d/b/a "Universal Outdoor Signs, Inc." from its qualification documents on record with the Florida Secretary of State and to cause such qualification to immediately evidence the name "Universal Outdoor, Inc." as the name under which the Company is doing business in Florida.

5. Check number 019074 in the amount of \$87.50 payable to the Florida Secretary of State is submitted herewith in order to induce the said Florida Secretary of State to accept this Affidavit as an amendment of its qualification documents and for the issuance of a certified copy reflecting the same.

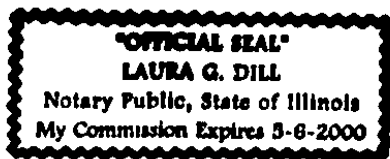
And further Affiant saith not.

UNIVERSAL OUTDOOR, INC.,
an Illinois corporation doing business
in Florida as Universal Outdoor Signs, Inc.

By: Paul A. Simon
Printed: Paul A. Simon
Its: Vice-President/Secretary

STATE OF Illinois
COUNTY OF Cook

The foregoing instrument was acknowledged before me this 3 day of June, 1997, by Paul A. Simon as Vice-President/Secretary of Universal Outdoor, Inc., an Illinois corporation d/b/a Universal Outdoor Signs, Inc., on behalf of the corporation. He/she is personally known to me or has produced _____ as identification and did not take an oath.



Laura G. Dill
Notary Public, State of Illinois
Printed Laura G. Dill
My Commission expires: 5/6/2000
Commission No.:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1996

CT CORPORATION SYSTEM

Qualification documents for UNIVERSAL OUTDOOR, INC. doing business in Florida as UNIVERSAL OUTDOOR SIGNS, INC. were filed on August 8, 1996 and assigned document number F96000004130. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Jennifer Sindt
Document Examiner
Division of Corporations

Letter Number: 996A00039147

EXHIBIT "A"

**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. Universal 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. Illinois 3. 36-282-7496
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/12/75 5. Perpetual
(Date of Incorporation) (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. 321 N. Clark St., Suite 1010
Chicago, IL 60610
(Current mailing address)

8. Outdoor advertising and other lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida, 33324
(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.

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

Connie Bryan
(Registered agent's signature)

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG - 8 PM 4:11
NOV 1975

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

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

Director
~~CHAIRMAN~~ Daniel L. Simon

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

Director
~~Vice Chairman~~ Brian T. Clingen

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

Director Michael J. Roche

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

Director Michael Goldberg

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

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

President: Daniel L. Simon

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

Vice President: Brian T. Clingen

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

Secretary: Paul G. Simon

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

Treasurer: Brian T. Clingen

Address: 321 N. Clark St., Suite 1010

Chicago, IL 60610

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

13.

[Signature]
Signature of President, Vice Chairman, or Director listed in number 12 of this application

14.

Brian T. Clingen, Vice President

Typed or printed name and title of person signing application

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Brian T. Clingen, do hereby certify
that this Resolution of the Board of Directors of Universal Outdoor, Inc.,
a corporation duly organized and existing under the laws of the State of Illinois,
was duly adopted on August 13, 19 96.

Resolved, that Universal Outdoor, Inc. organized
and existing in the State of Illinois, hereby adopts the
name Universal Outdoor Signs, Inc. for use in Florida.

Dated: August 13, 1996



Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG - 8 PM 12:14

BILL OF ASSIGNMENT

KNOW ALL PERSONS BY THESE PRESENTS, that UNIVERSAL OUTDOOR, INC., a Florida corporation, and PATRICIA G. HANCOCK, individually and as the sole shareholder of said Universal Outdoor, Inc., a Florida corporation (collectively, the "Assignor"), for the sum of Five Thousand Five Hundred Dollars (\$5,500.00), and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, hereby sell, assign, transfer and delivery unto UNIVERSAL OUTDOOR, INC., an Illinois corporation doing business in Florida as Universal Outdoor Signs, Inc. ("Assignee"), and no other, all of Assignor's right, title, and interest in and to the name "Universal Outdoor, Inc.", and any and all trademarks, tradenames, or other intellectual or proprietary interests in connection therewith, free and clear of any and all liens, charges, claims and encumbrances whatsoever (the "Property Rights");

TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns forever;

AND ASSIGNOR does hereby represent, warrant, covenant and agree that (i) Assignor has valid title to the Property Rights hereby transferred and all authority and right to sell, assign, transfer, and deliver the same; (ii) that all such Property Rights are free and clear of all liens and encumbrances; (iii) that Assignor has been duly authorized to the extent necessary to enter into this Bill of Assignment and to consummate the transactions contemplated herein; (iv) that Assignor has not previously conveyed, or agreed to convey, any of the Property Rights assigned and conveyed herein; (v) that Assignor's execution and delivery of this Bill of Assignment does not constitute a breach or event of default under any other agreements or

contracts to which it is a party; and (vi) that Assignor will represent, warrant, and defend the Property Rights against all persons claiming against any or all of the same;

AND ASSIGNOR FURTHER AGREES THAT, at any time and from time to time after the date hereof, without further consideration, Assignor shall execute and deliver all such further instruments of conveyance and transfer and shall take such further action as Assignee may reasonably request for the more effective conveyance and transfer to Assignee of the Property Rights hereby assigned and conveyed.

IN WITNESS WHEREOF, Assignor has executed this Bill of Assignment on this 24th day of June, 1997.

UNIVERSAL OUTDOOR, INC.,
a Florida corporation

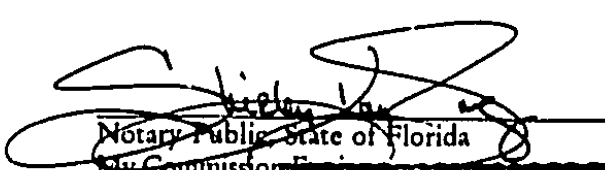
By: Patricia G. Hancock

Patricia G. Hancock
Its President

Patricia G. Hancock
Patricia G. Hancock
Individually and as Sole Shareholder of
Universal Outdoor, Inc., a Florida
corporation

STATE OF FLORIDA
COUNTY OF Florida St Lucie

The foregoing instrument was acknowledged before me this 6th day of JUNE, 1997, by Patricia G. Hancock, individually and as President of Universal Outdoor, Inc., a Florida corporation. She is personally known to me or has produced Florida Dr. Lic # 14622-687-542 as identification.


Notary Public, State of Florida
My Commission Expires
Commission Number
(Notarial Seal)

