

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) 354-2050  
TELEFAX (904) 354-2842

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

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

F 96000004130  
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 encs.)  
Mr. Paul Simon (via facsimile w/out encs.)

# AFFIDAVIT

STATE OF FLORIDA     )  
COUNTY OF St. Lucie

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

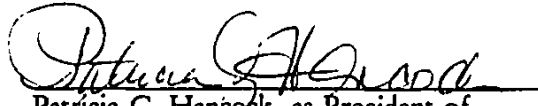
1. I am the President and sole shareholder of Universal Outdoor, Inc., a Florida corporation ("Corporation"), and am duly authorized to make this Affidavit on its behalf.

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 6<sup>th</sup> 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 FDC as identification and did not take an oath.

# #522-687-54-783

  
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 6th day of June, 1997.

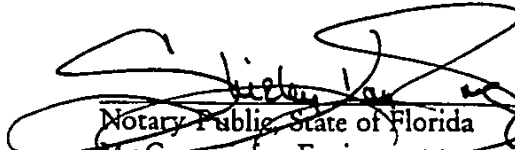
UNIVERSAL OUTDOOR, INC.,  
a Florida corporation

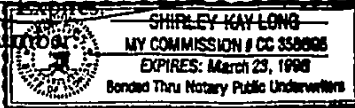
By: Patricia G. Hancock  
Patricia G. Hancock  
Its President

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 10<sup>th</sup> 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 # 14622-487-5472 as identification.

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



SHIRLEY KAY LONG  
MY COMMISSION # CC 350006  
EXPIRES: March 23, 1998  
Bonded Thru Notary Public Underwriters

AFFIDAVIT

STATE OF Illinois )  
COUNTY OF Cook )

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

The undersigned, Paula 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.

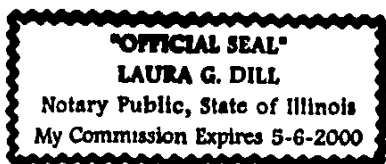
And further Affiant saith not.

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

By: Paul G. Simon  
Printed: Paul G. 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 G. 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  
(State or country under the law of which it is incorporated)
3. 36-282-7496  
(FEI number, if applicable)
4. 6/12/75  
(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 817.135, 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  
DIVISION OF STATE  
CORPORATIONS  
96 AUG - 8 PM 11:30  
TAMPA

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 of Chairman, Vice Chairman, or an officer listed in number 12 of the 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

Brian T. Clingen  
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

EXHIBIT "B"

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 6th day of June, 1997.

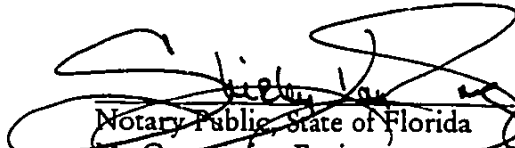
UNIVERSAL OUTDOOR, INC.,  
a Florida corporation

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 10<sup>th</sup> 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 # 14622-687-5478 as identification.

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

