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May 20, 1998

Florida Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

Re: Amendment to Foreign Qualification
U. S. Outdoor Advertising Company

Dear Filing Clerk:

Enclosed for filing please find an Application by Foreign Corporation to file Amendment to Application to Application for Authorization to Transact Business in Florida. This amendment is being filed to reference the name change of U. S. Outdoor Advertising Company to DeLite Outdoor USA, Inc. Also enclosed in connection with this filing is a duplicate filing document, our check in the amount of \$35.00 and a Certificate of Name Change from the State of Mississippi.

Please file stamp the enclosed duplicate document and return in the enclosed envelope. Please do not hesitate to contact the undersigned with any questions or concerns. Thank you for your attention to this filing.

Very truly yours,

Theresa L. Berg
Theresa L. Berg, Paralegal, for
LARKIN, HOFFMAN, DALY & LINDGREN, Ltd.

Enclosures

0398315.01

N/C Amend

See 6/3

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-05/26/98--0115--001
*****35.00 *****35.00

FILED
98 MAY 26 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
98 MAY 26 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. U.S. Outdoor Advertising Company
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Mississippi
3. Date authorized to do business in Florida: March 9, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
May 1, 1998
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
DeLite Outdoor USA, Inc.
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature
Name and Title

Lonny J. Binder, Secretary

5/18/98
Date

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, Eric Clark, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify as follows:

That on September 14, 1989, the State of Mississippi issued a profit charter of incorporation to **GOLDEN EAGLE, INC.**

That on March 9, 1994, articles of amendment were filed changing the name from **GOLDEN EAGLE, INC.** to **U. S. OUTDOOR ADVERTISING COMPANY.**

That on May 1, 1998, articles of amendment were filed changing the name from **U. S. OUTDOOR ADVERTISING COMPANY** to **DELITE OUTDOOR USA, INC.**

That the registered office of said corporation is located at 631 Lakeland East Drive, Flowood, Mississippi, and the registered agent at that address is C T Corporation System.

That insofar as the records of this office are concerned the said **DELITE OUTDOOR USA, INC.** is in good standing at this time.

Given under my hand
and seal of office
May 13, 1998



Eric Clark
Secretary of State

