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December 27, 1999

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Secretary of State  
State of Florida  
Corporation Division  
Post Office Box 6327  
Tallahassee, FL 32314

600003083176--6  
-12/29/99-01074-005  
\*\*\*337.50 \*\*\*155.00

Re: United Outdoor Media, L.L.C.

Gentlemen:

I am enclosing an original and a copy of the Articles of Organization with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. A check in the amount of \$337.50 is enclosed in payment of the filing fee, resident agent fee and the certified copy.

Sincerely yours,



Terry McDavid

TM/db

Enclosures

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11

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FILED  
00 JAN 19 PM 14:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 5, 2000

TERRY MCDAVID  
128 SOUTH HERNANDO STREET  
LAKE CITY, FL 32025

SUBJECT: UNITED OUTDOOR MEDIA, L.L.C.  
Ref. Number: W00000000353

We have received your document for UNITED OUTDOOR MEDIA, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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 (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 100A00000533

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FILED  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR  
UNITED OUTDOOR MEDIA, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is: United Outdoor Media, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Route 9, Box 972, Lake City, FL 32024

ARTICLE III - Duration:

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2099, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Charles S. Sparks  
P.O. Box 3566  
Lake City, FL 32056

Scott Stewart  
P.O. Box 1208  
Lake City, FL 32056

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00 JAN 19 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:


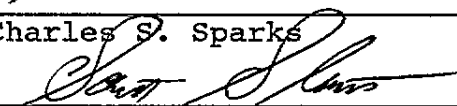
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - Members Rights to Continue Business:

The right, if given of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided that is a least one remaining member.

  
Charles S. Sparks  
  
Scott Stewart

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00 JAN 19 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

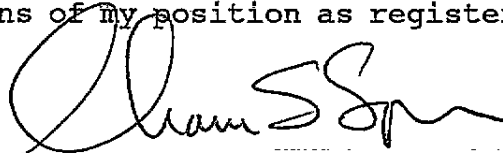
PURSUANT TO THE PROVISIONS OF §608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY  
COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A  
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF  
FLORIDA.

1. The name of the Limited Liability Company is: United  
Outdoor Media, L.L.C.

2. The name and the Florida street address of the registered  
agent are:

Charles S. Sparks  
Rt. 9, Box 972  
Lake City, FL 32024

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



Charles S. Sparks

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00 JAN 19 PM 4:01  
STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA