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February 21, 2000

Registration Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

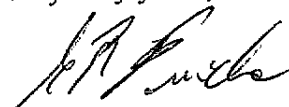
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****125.00 ****125.00

Ladies and Gentlemen:

Please find enclosed a check in the amount of \$125.00 representing the filing fee for the enclosed Articles of Organization of American Outdoor Advertising, LLC.

Please forward your letter of acknowledgment to the address above. A self-addressed envelope is enclosed for that purpose.

Very truly yours,



Gerald B. Fincke

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00 FEB 24 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION OF
AMERICAN OUTDOOR ADVERTISING, LLC**

The undersigned, desiring to form a Limited Liability Company pursuant to the provisions of the Florida Limited Liability Act, Chapter 608 of the Florida Statutes (the "Act"), hereby adopt the following Articles of Organization:

ARTICLE I – NAME

The name of the Limited Liability Company is:
American Outdoor Advertising, LLC

ARTICLE II – ADDRESS

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

7 Broadwater Drive
Ormond Beach, Florida 32174

ARTICLE III – REGISTERED AGENT

The name and address of the initial registered agent of the Limited Liability Company for service of process in the State of Florida is:

Mark C. McDonald
c/o Ocean Walk Properties, Ltd.
300 N. Atlantic Avenue
Daytona Beach, Florida 32118

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TALLAHASSEE FLORIDA

ARTICLE IV – MANAGEMENT

The Limited Liability Company is to be managed by the following one of its members, the name and address of which is:

Fox Media, LLC
7 Broadwater Drive
Ormond Beach, Florida 32174

L-681

IN WITNESS WHEREOF, the undersigned members of the Limited Liability Company have executed these Articles of Organization on February 22, 2000.

FOX MEDIA, LLC, Member

By: 

Barry Freedman, Managing Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY HAS DESIGNATED THE FOLLOWING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the Limited Liability Company is:
American Outdoor Advertising, LLC.
2. The name and address of the registered agent and office is:
Mark C. McDonald
c/o Ocean Walk Properties, Ltd.
300 N. Atlantic Avenue
Daytona Beach, Florida 32118.

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.

Dated: February 22, 2000



Mark C. McDonald

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