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August 3, 2000

Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32301

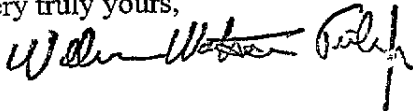
Re: Articles of Organization
Palm Beach Bench Ads, L.L.C.

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****155.00 ****155.00

Dear Sir/Madam:

Please find enclosed Boynton Transit Advertising Co., check No. 1426 in the amount of \$155.00, together with the original and one copy for certification of the Articles of Organization for the above named entity. Please file the articles and return a certified copy to this office.

Very truly yours,



William Watson Trick, Jr.
WWT:ts
encls

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PALM BEACH BENCH ADS, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PALM BEACH BENCH ADS, L.L.C., hereinafter referred to as the "Company"

ARTICLE II - 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 seventy five (75) years from the date that these Articles of Organization are filed with the Florida Department of State, unless the Company is earlier dissolved as provided in these Articles of Organization, the operating agreement, or as provided in Chapter 608, Florida Statutes (1999).

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS

The initial mailing address and the initial street address of the Company is 7740 Stone Harbour Drive, #1, Lake Worth, Florida 33467.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is PAUL W. SMITH, 7740 Stone Harbour Drive, #1, Lake Worth, Florida 33467.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members, or as is otherwise set forth in the operating agreement of the Company. A member may transfer his or her interest in the Company as set forth in the operating

agreement 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

The following are the members of PALM BEACH BENCH ADS, L.L.C.:

Paul W. Smith Enterprises, Inc., a Florida corporation
d/b/a Boynton Transit Advertising Company
7740 Stone Harbour Drive, #1
Lake Worth, Florida 33467

National Bench Ads, Inc., a Florida corporation
7744 Peters Road, #304
Plantation, Florida 33324

Nadel Network, Inc., a Florida corporation
19589 NE 10th Avenue
N. Miami, Florida 33179

Platinum Bird, Inc., a Florida corporation
430 North Palm Way
Lake Worth, Florida 33460

all of whom have an equal membership interest in the Company. Members shall have the right to withdraw from the Company prior to its dissolution.

ARTICLE VII - DISSOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved at the expiration of its existence as provided hereinabove, as may be provided in the operating agreement of the Company, or as is otherwise provided by Chapter 608, Florida Statutes (1999). The rights of the members to continue business shall be as provided in the operating agreement, or as is otherwise provided by Chapter 608, Florida Statutes (1999).

ARTICLE VIII - MANAGEMENT

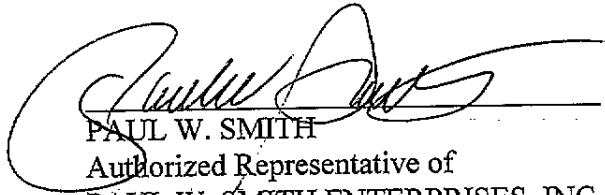
The Company shall be managed by the members in accordance with the operating agreement.

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TALLAHASSEE, FLORIDA

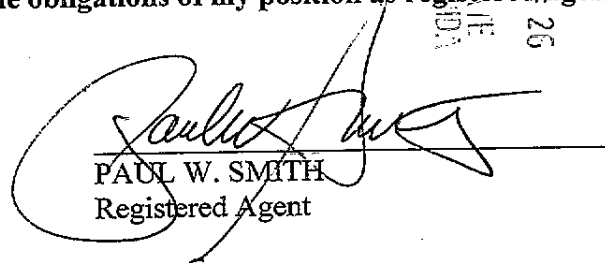
ARTICLE IX - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business which a limited liability company may transact by law. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has executed these Articles of Organization this 3 day of August, 2000.


PAUL W. SMITH
Authorized Representative of
PAUL W. SMITH ENTERPRISES, INC.,
a Florida corporation
d/b/a Boynton Transit Advertising Company
member

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 as provided for in Chapter 608, F.S.


PAUL W. SMITH
Registered Agent

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TALLAHASSEE, FLORIDA

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