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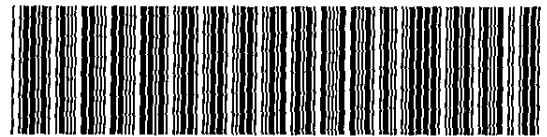
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072I000000032

REFERENCE : 923554 7230622

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : February 7, 2003

ORDER TIME : 11:47 AM

ORDER NO. : 923554-005

CUSTOMER NO: 7230622

CUSTOMER: Ms. Irina Coniglio
Stobs & Fitzgerald
Attorneys At Law
9165 Park Drive

Miami, FL 33138

DOMESTIC FILING

NAME: MAGNOLIA OUTDOOR MEDIA, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB - 7 PM 2:00

FILED



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 7, 2003

CSC
AMANDA HADDAN

SUBJECT: MAGNOLIA OUTDOOR MEDIA, LLC
Ref. Number: W03000003712

FILED
03 FEB -7 PM 2:00
TALLAHASSEE, FLORIDA

We have received your document for MAGNOLIA OUTDOOR MEDIA, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 603A00008552

ARTICLES OF ORGANIZATION OF MAGNOLIA OUTDOOR MEDIA, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is "MAGNOLIA OUTDOOR MEDIA, LLC"

ARTICLE II — Nature of Business and Mailing Address:

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company is 405 NE 99 Street, Miami Shores, FL 33138.

ARTICLE III — Duration:

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

ARTICLE IV — Management:

(a) Managed by Board of Managers. This Company shall be managed by a Board of Managers (hereinafter referred to as the "Managers") who shall be appointed by the Members as provided for in the Regulations and Operating Agreement. The number of Managers shall initially be two (2) in accordance with the Company's Regulations and Operating Agreement. The Managers shall serve until the first annual meeting of the Members or until their successors are elected and qualify.

(b) Initial Managers. The names and addresses of the initial Managers of the Company are:

<u>Names</u>	<u>Street Address</u>
William Davis	405 NE 99 Street, Miami Shores, FL 33138
Elizabeth Ezrine Poguntke	5423 N. Bay Road, Miami Beach, FL 33140

(c) Except as otherwise provided in the Regulations and Operating Agreement, the Managers shall have full authority to conduct the business of the Company, including but not limited to, the authority to elect or appoint officers for the Company.

ARTICLE V — Admission of Additional Members:

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

ARTICLE VI — Members' Rights to Continue Business:

The remaining Members of the Company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

ARTICLE VII — Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII — Initial Registered Office and Agent

The street address of the initial registered office of this Company is 9165 Park Drive, Miami Shores, FL 33138, and the name of the initial registered agent of this Company at that address is John E. Fitzgerald, Jr.

ARTICLE IX — Membership Certificates

Each Member's interest in the Company shall be evidenced by a membership certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is One Thousand (\$1,000.00) Dollars. Additional capital contributions may be received and additional membership interests issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

ARTICLE X — Amendment

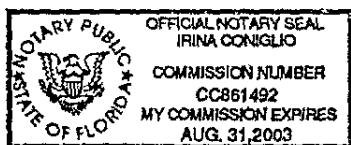
This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization and acknowledged them to be my act this 29th day of January, 2003.

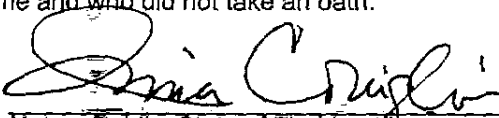

John E. Fitzgerald, Jr., Esq.
Authorized Representative

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument as acknowledged before me this 29th day of January, 2003, by JOHN E. FITZGERALD, JR., who is personally known to me and who did not take an oath.



My Commission Expires:


Notary Public, State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 29, 2003


John E. Fitzgerald, Jr.