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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

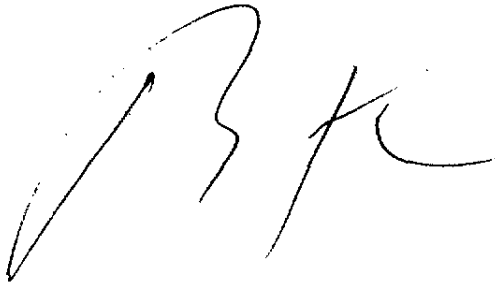
PICK-UP WAIT MAIL

(Business Entity Name)

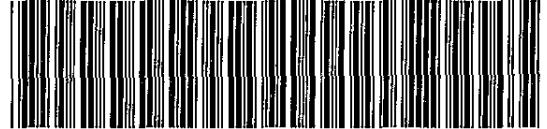
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Adscape Advertising Services

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: OW

9/27

Name _____

Date _____

Time _____

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name and Principal Place of Business:

The name of the Limited Liability Company is: **AdScape Advertising Services, L.L.C.** and its principal office and mailing address shall be located at 7844 Blue Springs Dr., Land O' Lakes, Pasco County, Florida, 34639, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II - Purposes and Powers:

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To provide advertising services primarily to parking garages and other similar facilities.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association

with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III - Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article IV - Management

The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company. The initial manager is:

Andrew Moore
1753 Starlight Dr.
Clearwater, FL 33755

Article V - Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Article VI - Capital Contributions

Capital contributions shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

Article VII - Profits and Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to any equal distributive share of the profits or to the distributive share of the profits specified as follows:

| | | |
|-----------------|---|------|
| Judith Bromberg | - | 33⅓% |
| Susan Chiellini | - | 33⅓% |
| Andrew Moore | - | 33⅓% |

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being: September 30, 2004.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

Article VIII - Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article IX - Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 7844 Blue Springs Dr., Land O' Lakes, Florida, 34639, and the name of the company's initial registered agent at that address is Judith Bromberg.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of AdScape Advertising Services, L.L.C.

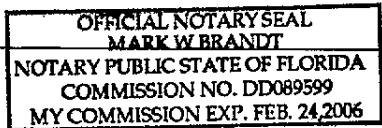
Dated: 9/24/04

Judith Bromberg
Judith Bromberg

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 24 day of Sept, 2004, by Judith Bromberg, who is personally known to me or who has produced _____ as identification.

Mark W Brandt
Notary Public
My Commission Expires:
Print name of notary:



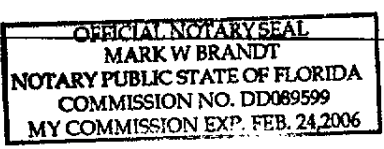
Dated: 9/24/04

Susan Chiellini
Susan Chiellini

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 24 day of Sept, 2004, by Susan Chiellini, who is personally known to me or who has produced FL-D.L. as identification.

Mark W Brandt
Notary Public
My Commission Expires:
Print name of notary:



**STATEMENT DESIGNATING
REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA
COUNTY OF Pinellas

Pursuant to the provisions of 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **AdScape Advertising Services, L.L.C.**

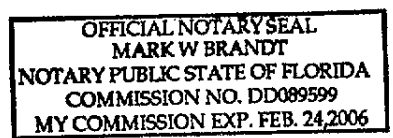
The name of the registered agent for **AdScape Advertising Services, L.L.C.** is Judith Bromberg and the street address of the Company's principal office where the agent is located is 7844 Blue Springs Drive, Land O' Lakes, Pasco County, Florida, 34639.

This statement is to acknowledge that, as indicated above, **AdScape Advertising Services, L.L.C.** has appointed me, **Judith Bromberg**, as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this 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.

Sept 24, 2004
Date

Judith Bromberg
Judith Bromberg

The foregoing instrument was acknowledged before me this 24th day of September, 2004, by **Judith Bromberg** on behalf of **AdScape Advertising Services, L.L.C.**, a limited liability company. She is personally known to me or has produced FL. D.L. as identification.



Mark W Brandt
NOTARY PUBLIC

My Commission Expires:

Dated: 9/24/04

[Signature]
Andrew Moore

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 24 day of Sept, 2004, by Andrew Moore, who is personally known to me or who has produced F.B.I. as identification.

[Signature]
Notary Public
My Commission Expires:
Print name of notary:

OFFICIAL NOTARY SEAL
MARK W BRANDT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD089599
MY COMMISSION EXP. FEB. 24, 2006