



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 553976 6458A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 17, 2000

ORDER TIME : 11:03 AM

ORDER NO. : 553976-005

CUSTOMER NO: 6458A

CUSTOMER: Anne M. Iacuzzo, Paralegal
BOGIN MUNNS & MUNNS
BOGIN MUNNS & MUNNS
P. O. Box 2807

Orlando, FL 32802

DOMESTIC FILING

NAME: TAMPA OUTDOOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2590
WCC-1370

100003100791--6
-01/18/00--01028--001
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 4:38

RECEIVED
00 JAN 18 AM 9:00
DIVISION OF STATE
CORPORATIONS
TAMPA, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
00 JAN 19 PM 4:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 18, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TAMPA OUTDOOR, INC.
Ref. Number: W00000001370

RESUBMIT
Please give original
submission date as file date.

We have received your document for TAMPA OUTDOOR, INC.. However, the document has not been filed and is being returned for the following:

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00002358

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 4:38

ARTICLES OF INCORPORATION

OF

TAMPA OUTDOOR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 18 PM 4: 38

ARTICLE I

The name of this Corporation is Tampa Outdoor, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 3225 S. McDill Avenue, Suites 129-345, Tampa, Florida 33629. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Mateer & Harbert, P.A., 225 East Robinson Street, Suite 600, Orlando, Florida 32802, and the name of the Corporation's initial registered agent to receive service of process is Susan Neiswender Black.

ARTICLE V

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

Name

Address

David E. Bressler

Bressler Outdoor Advertising, Inc.
200 W. Welbourne Avenue - Suite 8
Winter Park, FL 32789

Peter C. Smith

Mercury Outdoor Advertising, Inc.
1710 Republica de Cuba
Tampa, Florida 33605

ARTICLE VI

The name and address of the incorporator is David E. Bressler, 200 West Welbourne Avenue, Suite 8, Winter Park, FL 32789

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: JANUARY 14, 2000.


DAVID E. BRESSLER Incorporator

JAN 14 '00 15:11 FR MATEER AND HARBERT PA407 423 2016 TO 3179#9999#99999# P.05/05

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on January 14, 2000, by
David E. Bressler, who is personally known to me or has produced (personally known)
(type of identification) as identification.

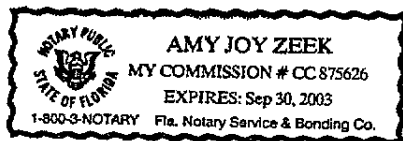
Amy Joy Zeek
Name: Amy Joy Zeek
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

9/30/03



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

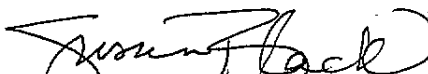
00 JAN 18 PM 4:38

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Tampa Outdoor, Inc desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 3225 McDill Avenue, Suites 129-345, Tampa, Florida 33629, Hillsborough County, State of Florida, has named Susan Neiswender Black as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



SUSAN NEISWENDER BLACK
(Registered Agent)