

FINANCIAL ACCOUNTING SERVICES

730 West Colonial Drive
Orlando, Florida 32804

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS SECTION
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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*****78.75 *****78.75

Dear Ms. Freida Chesser

Attached please find the Articles of Incorporation for:

Vertical Outdoor Advertising

and check # 8177 for \$ 78⁷⁵ covering the various fees.

Respectfully,



AZINA KANJI

Encl.

F. CHESSEY MAR 8 2000

Tel: (407) 423-2371

Fax: (407) 423-7226

ARTICLES OF INCORPORATION
OF
VERTICAL OUTDOOR ADVERTISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation shall be:

VERTICAL OUTDOOR ADVERTISING, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of ten cents.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, it's permanant mailing address and principle place of business shall be:

552 OLYMPIC VILLAGE, # 1, ALTAMONTE SPRINGS, FL. 32714

The initial registered agent shall be:

FRANK H. WILSON

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders.

ARTICLE SEVEN

BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors are:

RAJ U. DASAEE, 552 OLYMPIC VILLAGE # 1, ALTAMONTE SPRINGS, FL. 32714
FRANK H. WILSON, 552 OLYMPIC VILLAGE # 1, ALTAMONTE SPRINGS, FL.

ARTICLE EIGHT

OFFICERS

The initial officers of the Corporation shall be:

PRESIDENT: RAJ U. DASAEE
SECRETARY/TREASURER: FRANK H. WILSON

ARTICLE NINE

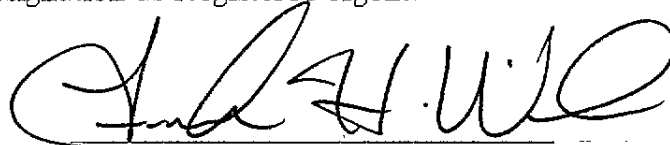
CERTIFICATE OF REGISTERED AGENT

The name and address of the person signing the Articles of Incorporation as subscriber is:

FRANK H. WILSON
552 OLYMPIC VILLAGE # 1, ALTAMONTE SPRINGS, FL. 32714


FRANK H. WILSON

I do hereby accept designation as Registered Agent.

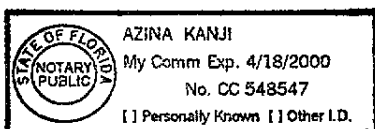

FRANK H. WILSON

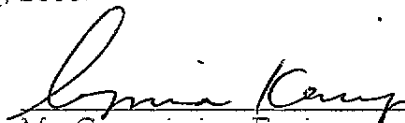
STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared FRANK H. WILSON before me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of March, 2000.




My Commission Expires

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TALLAHASSEE, FLORIDA