

PO00000034672 Jenkins & Kaiser, P.A.

Attorneys at Law

695 Central Avenue, Suite 202 St. Petersburg, Florida 33701

Telephone (727) 822-5342

FAX (727) 821-7347

Ernest P. Jenkins

Martin J. Kaiser

March 30, 2000

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings

FILED
APR - 3 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: HAKLER ROESCH CORPORATION

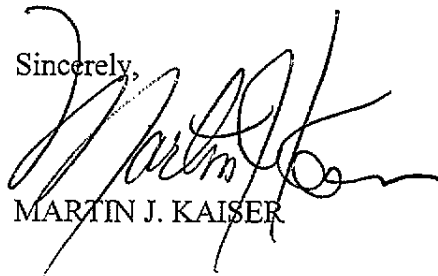
200003193392--0
-04/03/00--01105--005
****122.50 *****78.75

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above noted Corporation, as well as our check for \$122.50. Please file same and send us a certified copy in the enclosed envelope.

Thank you for your services.

Sincerely,


MARTIN J. KAISER

th
Enclosures

4-5
WC

ARTICLES OF INCORPORATION
OF
HAKLER ROESCH CORPORATION

FILED
00 APR -3 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is HAKLER ROESCH CORPORATION.

ARTICLE II. DURATION

The duration of this corporation shall be perpetual.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of carrying on the business of installation of signs and for the purpose of transacting any and all lawful business.

ARTICLE IV. S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non resident alien.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE VI. MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE
AND AGENT AND INITIAL PRINCIPAL OFFICE

The street address of the initial registered office and principal office of this corporation is 1952 Lake Avenue S.E., Largo, FL 33771 and the name of the initial registered agent of this corporation

at that address is: SCOTT R. HAKLER.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these articles is:

SCOTT R. HAKLER, 10821 64th Street North Pinellas Park, FL 33782
MARK ROESCH, 11321 Churchill Trail, Seminole FL 33772

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the shareholders.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be the date of execution of these Articles or the earliest date thereafter as may be permitted by the Florida Business Corporation Act.

Executed by the undersigned at St. Petersburg, Florida on March 30, 2000.


SCOTT R. HAKLER


MARK ROESCH

FILED
00 APR -3 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following is submitted in compliance with Chapter 48.091 Florida Statutes: That desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas State of Florida, has named SCOTT R. HAKLER as its Registered Agent and its Registered Office is at 1952 Lake Avenue SE, Largo, FL 33771, to accept service of process within the State.

ACKNOWLEDGMENT

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


SCOTT R. HAKLER
Registered Agent