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ACCOUNT NO. : 072100000032

REFERENCE : 780794 9861A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : July 28, 2000

ORDER TIME : 3:45 PM

ORDER NO. : 780794-005

CUSTOMER NO: 9861A

CUSTOMER: Jeffrey Tomassetti, Esq
A. Jeffrey Tomassetti, Esq

P. O. Box 1443

Fernandina Beac, FL 32035-1443

900003339639--2

DOMESTIC FILING

NAME: DG OUTDOOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 28 PM 5:03

RECEIVED
00 JUL 28 PM 4:42
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 28 PM 5:03

ARTICLES OF INCORPORATION

OF

DG OUTDOOR, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DG OUTDOOR, INC.

The address of the principal office of this corporation shall be 4229 Bradfisch Lane, St. Augustine, Florida 32086 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 406 Ash Street, Fernandina Beach, Florida 32034, and the name of the initial registered agent of the corporation at that address is A. Jeffrey Tomassetti.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Teresa D. Griffin
Dir.

4229 Bradfisch Lane
St. Augustine, Florida 32086

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 28, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

AKC/jkg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 28 PM 5:03

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

A. Jeffrey Tomassetti an individual residing in
this state having a business office identical with the
registered office of the corporation named below, and
having been designated as the Registered Agent in the above
and foregoing Articles of Incorporation of

DG OUTDOOR, INC.
is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505,
Florida Statutes.

By: C. J. Tomassetti
Typed name: A. Jeffrey Tomassetti