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TO: Division of Corporations

July 31, 2000

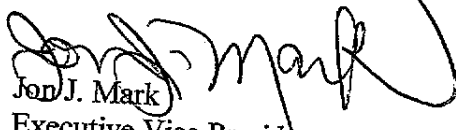
Enclosed herewith are the Articles of Incorporation for a new company, Indoor-Outdoor Advertising, Inc. I have also enclosed a check in the amount of \$78.75, which includes the \$70. fee and the extra \$8.75 for the certified copy of the articles.

Please mail the papers to:

Attn: Jon Mark
2830 N. 28th Terrace
Hollywood, Fla. 33020

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

Thank You.


Jon J. Mark
Executive Vice President
Indoor-Outdoor Advertising, Inc.

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TALLAHASSEE, FLORIDA

T. Burch AUG 9 2000

**ARTICLES OF INCORPORATION
OF
Indoor-Outdoor Advertising, Inc.**

The undersigned incorporators make, subscribe, acknowledge and file with the Department of State of the State of Florida these articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: **Indoor-Outdoor Advertising, Inc.**

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of filing of these ARTICLES.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 (five million) shares of common stock, having a par value of \$.001 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is: Indoor-Outdoor Advertising, Inc., 3921 SW 47th Ave., Suite 1010, Davie, FL 33314 and the name of the initial registered agent of this corporation is Alison Jayne Oliver.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of four. The selection, addition, or removal of directors requires the vote of one hundred (100%) percent of the shareholders of the corporation.

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street addresses of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jon J. Mark	980 S.W. 70th Ave., Plantation, FL 33317
Robert S. Rose	3300 NE 192 nd St., Aventura, FL 33180
M. Austin Forman	3921 SW 47th Ave., Suite 1010, Davie, FL 33314
Alison Oliver	3921 SW 47th Ave., Suite 1010, Davie, FL 33314

ARTICLE VIII - INCORPORATORS

The name and street addresses of the incorporators and their subscription interests are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>SHARES OF STOCK</u>
Jon J. Mark	980 S.W. 70th Ave., Plantation, FL 33317	250,000 shares
Robert S. Rose	3300 NE 192 nd St. Aventura, FL 33180	250,000 shares
M. Austin Forman	3921 SW 47th Ave., Suite 1010, Davie, FL 33314	350,000 shares
Alison Oliver	3921 SW 47th Ave., Suite 1010, Davie, FL 33314	150,000 shares

ARTICLE IX - BY LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors and require a unanimous vote.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any office or director, or any former officer or director, to the full extend permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal by unanimous vote of shareholders any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to this agreement.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED,
AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes; Indoor-Outdoor Advertising, Inc., a corporation organized (organizing) under the laws of the State of Florida with its principal office at 3921 SW 47th Ave., Suite 1010, Davie, FL 33314, Broward, State of Florida, has named Alison Jayne Oliver, located at 3921 SW 47th Ave., Suite 1010, Davie, FL 33314, State of Florida, as its agent to accept service of process within this State.

BY: Alison Jayne Oliver
Corporate Officer - President
BY: [Signature]
Executive Vice President
BY: Alison Jayne Oliver
Corporate Officer - Sec./Treasurer

SEAL OF THE STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

[Signature]
RESIDENT AGENT
Alison Jayne Oliver

STATE OF FLORIDA

COUNTRY OF BROWARD

Before me, personally appeared Alison Jayne Oliver to me well known and known to me to be the individual described as president and who executed the foregoing, and acknowledged before me that she executed the same for the purposed therein expressed.

WITNESS my hand and official seal in the County and State named above this day

[Signature]
Notary Signature

7/28/2000

