

PO0000087048



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 798043 7221785

AUTHORIZATION : *Patricia Pajaro*

COST LIMIT : \$ 70.00

ORDER DATE : August 14, 2000

ORDER TIME : 12:02 PM

ORDER NO. : 798043-005

CUSTOMER NO: 7221785

CUSTOMER: Mr. Norman W. Schneiderhan
Mr. Norman W. Schneiderhan

1088 W. Seagate Drive

Deltona, FL 32725

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DOMESTIC FILING

NAME: ON THE RAIL ADVERTISING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TELEPHONE ROOM

cf 9/14/00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 13 PM 2:48

ARTICLES OF INCORPORATION
OF
ON THE RAIL ADVERTISING, 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:

ON THE RAIL ADVERTISING, INC.

The address of the principal office of this corporation shall be 1088 West Seagate Drive, Deltona, Florida 32725, 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 1,500 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 1088 West Seagate Drive, Deltona, Florida 32725, and the name of the initial registered agent of the corporation at that address is Norman W. Schneiderhan.

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:

Norman W. Schneiderhan
Dir.

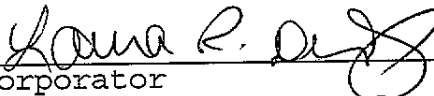
1088 West Seagate Drive
Deltona, Florida 32725

ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on September 13, 2000.



Incorporator
Its Agent, Laura R. Dunlap

SXX

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

NORMAN W. SCHNEIDERHAN, 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:

ON THE RAIL ADVERTISING, INC.

NORMAN W. SCHNEIDERHAN is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:


NORMAN W. SCHNEIDERHAN