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October 23, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003441501--7
-10/27/00--01008--005
*****78.75 *****78.75

RE: BILLBOARDS IN ACTION OF TAMPA BAY, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$ 8.75
Registered Agent fee	\$35.00

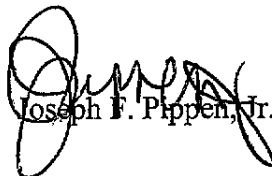
Total	\$78.75
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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Kindest regards.

Sincerely,


Joseph F. Pippen, Jr.

JFP:pas
ENC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 AM 9:45

10/27/00

ARTICLES OF INCORPORATION
OF
BILLBOARDS IN ACTION OF TAMPA BAY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 26 AM 9:45

The undersigned Incorporator does hereby adopt the following Articles of Incorporation under the Florida General Corporation Act:

ARTICLE I

The name of this corporation shall be BILLBOARDS IN ACTION OF TAMPA BAY, INC.

ARTICLE II

The Corporation's existence shall commence upon the date of the filing of these Articles of Incorporation, and shall continue thereafter in perpetuity.

ARTICLE III

The general purpose for which this corporation shall exist shall be to transact any or all lawful business permitted any corporation under the Florida General Corporation Act.

ARTICLE IV

The corporation shall be authorized to issue an aggregate of One Million (1,000,000) shares of common voting stock, each such share to have a par value of zero, (\$0.00) and all such shares being the same class.

ARTICLE V

All of the shareholders of this corporation shall be entitled to the benefits of preemptive rights with respect to any unissued or treasury shares of ownership of this corporation.

ARTICLE VI

The street address of the initial registered office of the corporation shall be 102 - 24th Street, Belleair Beach, Florida 33786, and the initial registered agent for the Corporation shall be Herman Bailey, whose business address is identical to the address of the registered office of the corporation. The principal office of the Corporation shall be 102 - 24th Street, Belleair Beach, Florida 33786.

ARTICLE VII

Initially, the corporation shall have a Board of Directors consisting of One (1) member whose names and addresses are as follows:

**HERMAN BAILEY
102 - 24TH STREET
BELLEAIR BEACH, FL 33786**

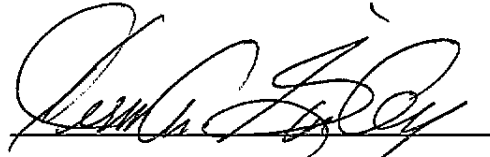
The number of directors which shall constitute the Board, may from time to time hereafter, be increased or decreased pursuant to any By-Law which shall have been enacted or more specifically ratified by an affirmative vote of the shareholders at any annual meeting or at any special directors shall have the effect of shortening the term of any incumbent director.

ARTICLE VIII

The name and address of the Incorporator of this corporation is HERMAN BAILEY, 102 - 24th Street, Belleair Beach, Florida 33786.

IN WITNESS WHEREOF, the Incorporator, Herman Bailey, has caused these Articles of Incorporation to be adopted on the October 23, 2000.

IN WITNESS WHEREOF, the undersigned further agrees to serve as Registered Agent and is familiar with and accepts the duties and responsibilities as registered agent of the corporation.


HERMAN BAILEY

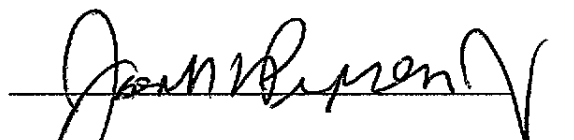
STATE OF FLORIDA

COUNTY OF PINELLAS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 AM 9:45

I HEREBY CERTIFY that on this day, before me, the undersigned authority duly authorized in the State and County named above to administer oath and take acknowledgments, personally appeared, HERMAN BAILEY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this October 23, 2000.


NOTARY PUBLIC - STATE OF FLORIDA

MY COMMISSION EXPIRES:

