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OUTDOOR IMAGES, INC.

501 Georgia Avenue
Saint Cloud, Florida 34769
407/498-0018

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 1, 2001

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

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

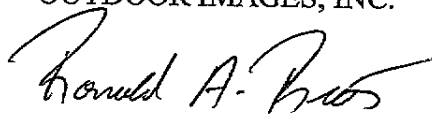
Gentlemen:

We are enclosing herewith one original and one copy of the Articles of Incorporation and our check in the amount of \$78.75. Along with a recorded copy of the articles, please forward a Certificate of Status to us at the above address.

Thank you for your attention and assistance.

Sincerely,

OUTDOOR IMAGES, INC.



Ronald A. Rios
President

601/3208
D. WHITE JUN 11 2001

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ARTICLES OF INCORPORATION

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name and principal address of the Corporation is: OUTDOOR IMAGES, INC. 501 Georgia Avenue Saint Cloud, Florida 34769

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 one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 501 Georgia Avenue Saint Cloud, Florida 34769 and the name of the initial registered agent of the corporation at that address is Ronald A. Rios

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually beginning on the date of filing these

Articles.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) Directors initially. The name and street address of these initial members of the Board of Directors is:

<u>Director</u>	<u>Address</u>
Ronald A. Rios	501 Georgia Ave. St. Cloud, FL 34769
Victoria D. Rios	501 Georgia Ave. St. Cloud, FL 34769

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed is:

President:	Ronald A. Rios 501 Georgia Avenue Saint Cloud, Florida 34769
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ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is Ronald A. Rios 501 Georgia Ave. St. Cloud, FL 34769

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 1st day of June 2001.



Ronald A. Rios

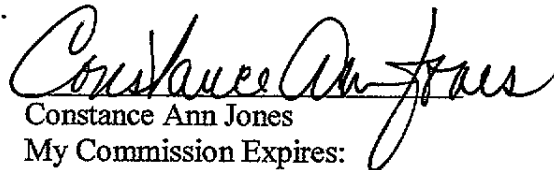
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE me, the undersigned authority, personally appeared Ronald A. Rios who is well known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Orlando, State of Florida this 1st day of June 2001.


Notary Public:

CONSTANCE ANN JONES
Notary Public, State of Florida
My Comm. Expires Sept. 23, 2001
Comm. No. CC678340


Constance Ann Jones
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for OUTDOOR IMAGES, INC.


RONALD A. RIOS
501 Georgia Avenue
Saint Cloud, Florida 34769

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

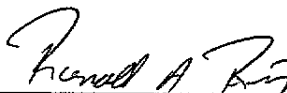
1. The name of the corporation is: OUTDOOR IMAGES, INC.
2. The name and address of the registered agent and office is:

RONALD A. RIOS
501 Georgia Avenue
Saint Cloud, Florida 34769



Ronald A. Rios
Title: President
Date: June 1, 2001

HAVING BEEN ANMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ronald A. Rios
Date: June 1, 2001