

P0200000 7094
RHODES HOLDINGS, INC.

500 Australian Avenue So., Suite 110
West Palm Beach, FL 33401

phone: 561-659-5400

fax: 561-659-5671

email: rhodosp@mindspring.com

January 11, 2002

300004772713--3
-01/14/02--01043--018
*****78.75 *****78.75

Florida Div of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for Galaxy Billboard, Inc., along with the filing fee of \$78.75.

Kindly file the articles at your earliest convenience.

Sincerely,


Sally A. Larson

/sal

Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 14 PM 3:31

fc

ARTICLES OF INCORPORATION
OF
GALAXY BILLBOARD, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 14 PM 3:32

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 is Galaxy Billboard, Inc.

The address of the principal office of this corporation shall be 500 Australian Ave So., Suite 110, West Palm Beach, Florida 33401 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 500 Australian Ave So., Suite 110, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is SALLY A. LARSON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTOR

The number of directors constituting the corporation's initial board of directors is one (1) whose name and address is:

Paul Rhodes
500 Australian Ave So., Suite 110,
West Palm Beach, Florida 33401

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Paul Rhodes, 500 Australian Ave So., Suite 110, West Palm Beach, Florida 33401

IN WITNESS WHEREOF, I, have hereunto set my hand and seal this 11 day of January, 2002.

INCORPORATOR



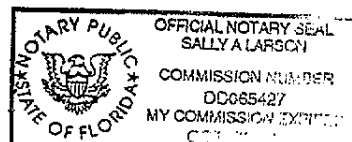
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Paul Rhodes, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes there in set forth and expressed.

11 IN WITNESS WHEREOF, I have hereunto set my hand and official seal this day of January, 2002.



NOTARY PUBLIC, STATE OF FLORIDA
Sally A. Larson



CERTIFICATE DESIGNATING REGISTERED AGENT AND 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/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Galaxy Billboard, Inc.
2. The name and address of the registered agent and office is:

Sally A. Larson
500 Australian Ave So., Suite 110
West Palm Beach, FL 33401

Having been named 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.

Dated this 11 day of January, 2002.

Sally A. Larson

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 14 PM 3:32