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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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((H02000215018 1))

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ROBERT D. ROYSTON, JR., P.A.
Account Number : 110414000772
Phone : (941) 939-2222
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FLORIDA PROFIT CORPORATION OR P.A.

Rolling Billboards USA, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

AUDIT NO. H02000215018 1

**ARTICLES OF INCORPORATION
OF
ROLLING BILLBOARD'S USA, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE 1

The name of the corporation is Rolling Billboard's USA, Inc.

ARTICLE 2

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE 3

The duration of existence of the corporation is perpetual.

ARTICLE 4

The street address of the initial principal office of the corporation is:

12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

The mailing address of the corporation is:

c/o Robert D. Royston, Jr.
Costello, Sims & Royston
P.O. Drawer 60205
Fort Myers, FL 33906

ARTICLE 5

The aggregate number of shares that the corporation shall have authority to issue is ONE THOUSAND (1000) shares. All such shares shall be of a single class, designated as common, and shall be of \$1.00 par value. All common shares shall be identical with each other in every respect. The holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Prepared by:
Robert D. Royston, Jr., Esq.
Fla. Bar No. 33496

COSTELLO, SIMS & ROYSTON
P.O. Drawer 60205, Fort Myers, FL, 33906
(941) 939-2222 (voice) (941) 939-2280 (facsimile)

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ARTICLE 6

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 7

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

Name	Address
Keith V. Grottanelli	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907
Laura L. Grottanelli	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907

ARTICLE 8

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act its officers, directors and employees.

ARTICLE 9

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE 10

The initial registered agent of the corporation and the street address of the corporation's initial registered agent are:

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Name	Street Address
Robert D. Royston, Jr.	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907

ARTICLE II

The name and address of the incorporator of the corporation is:

Name	Street Address
Robert D. Royston, Jr.	12670 New Brittany Blvd., Suite 101 Fort Myers, FL 33907

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 21st day of October, 2002.

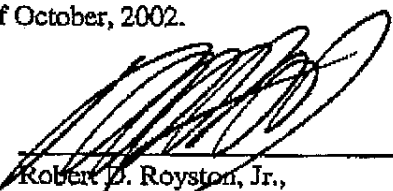


Robert D. Royston, Jr.,
Incorporator

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to act as Registered Agent to accept service of process for the above named Corporation, at the place designated in these Articles of Incorporation, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed this Acceptance of Duties of Registered Agent on the 21st day of October, 2002.



Robert D. Royston, Jr.,
Registered Agent