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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CBS SUBSIDIARY MANAGEMENT CORP.

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merge
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ARTICLES OF MERGER
OF
JERRY'S OUTDOOR ADVERTISING, INC
JIFFY BILLBOARDS, INC.,
MAXMEDIA, INC.,
OUTDOOR COMMUNICATIONS, INC.,
ROA MEDIA CORP.
STREET INFORMATION SYSTEMS, INC.,
(all Florida corporations)

WITH AND INTO

CBS SUBSIDIARY MANAGEMENT CORP.
(a Delaware corporation)

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TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following articles of merger:

1. The attached Plan of Merger for merging Jerry's Outdoor Advertising, Inc., Jiffy Billboards, Inc., Maxmedia, Inc., Outdoor Communications, Inc., ROA Media Corp., and Street Information Systems, Inc., (the "Subsidiaries"), all corporations formed and existing under the laws of the State of Florida, with and into CBS Subsidiary Management Corp. (the "Corporation"), a Delaware corporation, was approved by the Boards of Directors of the Subsidiaries on December 27, 2005 and approved and adopted by the Board of Directors of the Corporation on December 27, 2005.
2. The merger of the Subsidiaries with and into the Corporation is permitted by the laws of the jurisdiction of organization of the Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Corporation was December 27, 2005.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing with the Florida Department of State.

Executed on December 27, 2005

CBS Subsidiary Management Corp.

By: [Signature]
Name: Susan C Gordon
Title: SVP Controller

Jerry's Outdoor Advertising, Inc.

By: _____
Name: _____
Title: _____

Jiffy Billboards, Inc.

By: _____
Name: _____
Title: _____

Maxmedia, Inc.

By: _____
Name: _____
Title: _____

Outdoor Communications, Inc.

By: _____
Name: _____
Title: _____

ROA Media Corp.

By: _____
Name: _____
Title: _____

Street Information Systems, Inc.

By: _____
Name: _____
Title: _____

Executed on December 27 2005

CBS Subsidiary Management Corp.

By: _____
Name:
Title:

Jerry's Outdoor Advertising, Inc.

By: [Signature]
Name:
Title:

Jiffy Billboards, Inc.

By: [Signature]
Name:
Title:

Maxmedia, Inc.

By: [Signature]
Name:
Title:

Outdoor Communications, Inc.

By: [Signature]
Name:
Title:

ROA Media Corp.

By: [Signature]
Name:
Title:

Street Information Systems, Inc.

By: [Signature]
Name:
Title:

PLAN OF MERGER

Pursuant to Section 607.1104 of the Florida Business Corporation Act

Plan of Merger, adopted by the Board of Directors of CBS Subsidiary Management Corp. on December 27th, 2005.

1. CBS Subsidiary Management Corp., a corporation incorporated under the laws of the State of Delaware and the owner of all of the outstanding shares of common stock of Jerry's Outdoor Advertising, Inc., Jiffy Billboards, Inc., Maxmedia, Inc., Outdoor Communications, Inc., ROA Media Corp., and Street Information Systems, Inc. (the "Subsidiaries"), hereby merges the Subsidiaries with and into CBS Subsidiary Management Corp. pursuant to the provisions of the Florida
2. The separate existence of the Subsidiaries of the General Corporation Law of date of the merger pursuant to the provisions of the Florida Business Corporation Act; and CBS Subsidiary Management Corp. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.
3. The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of CBS Subsidiary Management Corp. are hereby authorized, empowered and directed to do any and all acts and things, and to prepare, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.