

P45000017438

GLASSBERG & KAUFMAN

ATTORNEYS AT LAW

1470 AMERICA AVENUE
SUITE 102
CORAL GABLES, FLORIDA 33134

DAVID M. GLASSBERG, PA
DAVID S. KAUFMAN, PA
—
FIDELITY
FIDELITY

RECEIVED
FEB 23 1995
FIDELITY

February 20, 1995

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
FEB 23 1995
FIDELITY

RE: SUN PRINTING & SIGNS OF HALLANDALE, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for SUN PRINTING & SIGNS OF HALLANDALE, INC. Also, enclosed please find our check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50) made payable to the Secretary of State for filing fees of the above mentioned corporation. I have enclosed a self-addressed stamped envelope for the return of a certified copy of the Articles of Incorporation.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/lr
enclosures

c:\ltr\sec0f34

3/3/95
TH

ARTICLES OF INCORPORATION
FOR
SUN PRINTING & SIGNS OF HALLANDALE, INC.

ARTICLE I

The name of the corporation is: SUN PRINTING & SIGNS OF HALLANDALE, INC. The mailing address of the corporation is: 6800 SW 40th Street, #101, Miami, FL 33155.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100,000 common shares. Such 100,000 common shares shall consist of one class only having a par value of \$.01 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 6800 SW 40th Street, #101, Miami, FL 33155. The name of the corporation's initial registered agent at said address is NABETSI TORRES.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

NABETSI TORRES
6800 SW 40th Street, #101
Miami, FL 33155

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

NABETSI TORRES
6800 SW 40th Street, #101
Miami, FL 33155

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest,

because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 17th day of February, 1995.

NABETSI TORRES, Registered Agent

NABETSI TORRES, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 17th day of February, 1995, by NABETSI TORRES, Registered Agent, personally known to me.

Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 17th day of February, 1995, by NABETSI TORRES, Incorporator, personally known to me.

Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for SUN PRINTING & SIGNS OF HALLANDALE, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 17th day of February, 1995.

11/11/95
NABETSI TORRES, Registered Agent

c:\corp\ann.art

SECRET
FALLANDALE, FLORIDA
CH 8-43

GLASSBERG & KAUFMAN

ATTORNEYS AT LAW

1400 AMERICA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33134

DAVID M. GLASSBERG, P.A.
DAVID M. KAUFMAN, P.A.
LEAH M. GLASSBERG

CHIEF OF FIRM
1400 AMERICA AVENUE

P95000017438

CHIEF OF FIRM
1400 AMERICA AVENUE
CORAL GABLES, FLORIDA 33134

March 14, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: SUN PRINTING & SIGNS OF HALLANDALE, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of SUN PRINTING & SIGNS OF HALLANDALE, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg
For the Firm

DMG/lr
c:\corp\signs.amd

95 MAR 20 AM 11:41

TLI

ARTICLES OF AMENDMENT
OF
SUN PRINTING & SIGNS OF HALLANDALE, INC.

FILED
DATE
95 MAR 20 AM 11:41

Pursuant to Florida Statutes, the following is submitted:

1. The name of this organization is:

SUN PRINTING & SIGNS OF HALLANDALE, INC.

2. The Articles of Incorporation are amended by striking the name SUN PRINTING & SIGNS OF HALLANDALE, INC. from Article 1 and inserting in place thereof the following:

ARTICLE 1 NAME

The name of this organization shall be:

SIGNS ON WHEELS, INC.

3. The foregoing amendment was adopted by a unanimous vote of the members of the Board of Directors present at the Board of Directors meeting, pursuant to Florida Statutes, on the 14th day of March, 1995.

4. The foregoing amendment was adopted by a unanimous vote of the Stockholders present at the Board of Directors meeting, pursuant to Florida Statutes, on the 14th day of March, 1995.

5. There are no other Stockholders or Directors entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned President, Secretary and Sole Stockholder of this Corporation has executed these Articles of Amendment this 14th day of March, 1995.

NABETSI TORRES, President and
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by NABETSI TORRES (personally known), President and Secretary of the above named Florida corporation, on behalf of the Corporation.

My Commission expires:
at Corporation and

Notary Public, State of Florida

LAW OFFICE
GLASSBERG & KAUFMAN

A PARTNERSHIP OF PROFESSIONAL CORPORATION

1450 AWEHUGA AVENUE
SUITE 102
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG, PA
DAVID M. KAUFMAN, PA
TALLAHASSEE, FLORIDA

CF 00000000
TALLAHASSEE, FLORIDA

P95000017438

0000000000
0000000000

TAX (0000000000)

April 25, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000000000000000000
000000000000000000
000000000000000000

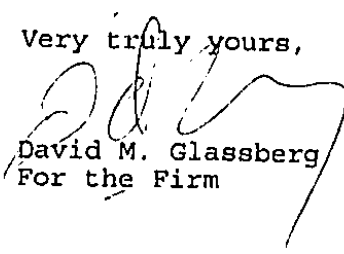
RE: SIGNS ON WHEELS, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of SIGNS ON WHEELS, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,


David M. Glassberg
For the Firm

DMG/lr
c:\corp\signs1.amd

TLI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -3 PM 2:20

95 MAY -8 PM 2: 20

ARTICLES OF AMENDMENT
OF
SIGNS ON WHEELS, INC.

Pursuant to Florida Statutes, the following is submitted:

1. The name of this organization is:

SIGNS ON WHEELS, INC.

2. The Articles of Incorporation are amended by striking the name SIGNS ON WHEELS, INC. from Article I and inserting in place thereof the following:

ARTICLE I - NAME

The name of this organization shall be:


SIGNS ON WHEELS UNLIMITED, INC.

3. The foregoing amendment was adopted by a unanimous vote of the members of the Board of Directors present at the Board of Directors meeting, pursuant to Florida Statutes on the 24th day of April, 1995.

4. The foregoing amendment was adopted by a unanimous vote of the Stockholders present at the Board of Directors meeting, pursuant to Florida Statutes, on the 24th day of April, 1995.

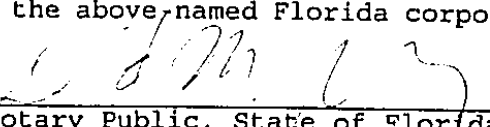
5. There are no other Stockholders or Directors entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned President, Secretary and Sole Stockholder of this Corporation has executed these Articles of Amendment this 25th day of April, 1995.


NABETSI TORRES, President and
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by NABETSI TORRES (personally known), President and Secretary of the above-named Florida corporation, on behalf of the Corporation.


Notary Public, State of Florida

My Commission expires:
c:\corp\signs1.amd

DAVID M. GLISSBERG