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January 16, 1996

Corporation Section, Charter Division  
Secretary of State's Office  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Sullivan Outdoor, Inc.

Dear Sir:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of the above referenced proposed corporation, together with our check in the sum of \$122.50 to be broken down as follows:

Filing Fees:	\$ 35.00
Certified Copy of Articles	52.50
Designation of Registered Agent	35.00
TOTAL	\$122.50

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-01/22/96--01049--017  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Thank you for your attention to this matter.

Sincerely,

LINSKY & REIBER

  
Jacob I. Reiber, Esquire

JIR/clb  
Enclosures  
Corp/artinc.1

FILED  
CS JUN 22 1996

SAB  
1/25/96

**ARTICLES OF INCORPORATION**

**of**

**SULLIVAN OUTDOOR, INC.**

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FILED

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The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is: **SULLIVAN OUTDOOR, INC.**

**ARTICLE II**

**DURATION**

This corporation shall have a perpetual existence.

**ARTICLE III**

**PURPOSE**

The general purposes for which this corporation is organized are:

1. To own and operate a business for the servicing of outdoor signs.
2. To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation can be advantageously carried on in connection with any other lawful purpose or business endeavor that the corporation may elect to undertake.
3. To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having a par value of \$1.00. All shares of stock shall be designated as common shares.

## **ARTICLE V**

### **DIVIDENDS**

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or in shares of the common stock of the corporation.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL ADDRESS OF CORPORATION**

The street address of the initial registered office of this corporation is 4216 Linda Drive, Zephyrhills, Florida 33543, and the name of the initial registered agent of this corporation is James Carlisle Sullivan, Jr. The address of the principal office of the corporation is 4216 Linda Drive, Zephyrhills, Florida 33543, and its mailing address is Post Office Box 2293, Zephyrhills, Florida 33540.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The board of directors of the corporation shall consist of one (1) member, initially. The number of directors may be increased or diminished from time to time as provided for in the bylaws. The initial directors shall be as follows: James Carlisle Sullivan, Jr., 4216 Linda Drive, Zephyrhills, Florida 33543.

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the incorporator of the Articles of Incorporation is:

**JAMES CARLISLE SULLIVAN, JR.**  
4216 Linda Drive  
Zephyrhills, Florida 33543

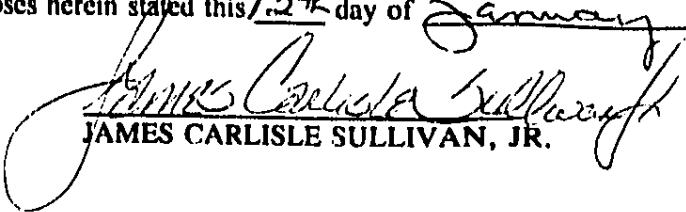
**ARTICLE IX**  
**AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X**  
**BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.


**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 12<sup>th</sup> day of January, 1996.

  
JAMES CARLISLE SULLIVAN, JR.

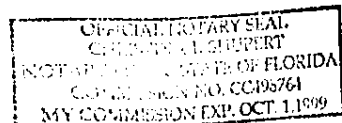
STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments personally appeared James Carlisle Sullivan, Jr., as incorporator, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, or who has produced N/A as identification.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 12<sup>th</sup> day of January, 1996.

  
Notary Public, State of Florida  
My Commission Expires:  
My Commission Number is:

CORP\Ar.inc.1



**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That SULLIVAN OUTDOOR, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Zephyrhills, Pasco County, State of Florida, has named James Carlisle Sullivan, Jr., as its agent to accept service of process within the state.

Having been named to accept service of process for the above named corporation, at a place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of this act relative to keeping open said office.

**REGISTERED OFFICE ADDRESS:**

4216 Linda Drive  
Zephyrhills, Florida 33543

BY:   
JAMES CARLISLE SULLIVAN, JR.

FILED  
96 JUN 22 10 14 AM  
CLERK OF COURT  
PASCO COUNTY, FLORIDA