

P96000013881



ACCOUNT NO. : 072100000032

REFERENCE : 898682 4319220

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : November 14, 2000

ORDER TIME : 11:06 AM

ORDER NO. : 898682-005

CUSTOMER NO: 4319220

CUSTOMER: Ms. Carol Menniti
Viacom Inc.
1515 Broadway
51-17
New York, NY 10036

FILED
00 NOV 15 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: REPUBLIC MEDIA, INC.

000003464530-1-8

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 NOV 15 PM 12: 15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: _____

w-27219

*Amend +
NIC*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 2000

CSC
Attn: Janna Wilson
Tallahassee, FL

SUBJECT: REPUBLIC MEDIA, INC.
Ref. Number: P96000013881

We have received your document for REPUBLIC MEDIA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The manner of adoption (PARAGRAPH FOURTH) is not complete. Please note signature requirements also.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 900A00058856

ANSWERED
PLEASE OVER DELIVER
NOV 16 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 NOV 16 AM 10:43

RECEIVED

State of Florida

November 14, 2000

Secretary of State
State of Florida

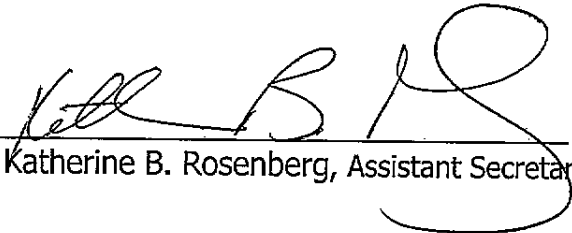
Re: **Republic Media Inc.** requesting to change its name to **Infinity Outdoor of Florida Inc.**

To Whom It May Concern:

We hereby consent to the use of the name "**Infinity**" by the above-referenced corporation's Articles of Amendment to Articles of Incorporation in the State of Florida.

Infinity Outdoor, Inc.

By: _____


Katherine B. Rosenberg, Assistant Secretary

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 NOV 15 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Republic Media, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I Name:

The name of the corporation shall be: Infinity Outdoor of Florida Inc.

ARTICLE II Principal Office:

The principal place of business/ mailing address is:

Infinity Outdoor, Inc.
2502 North Black Canyon Highway
Phoenix, AZ 85009

ARTICLE IV Registered Agent:

The name and Florida street address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Having been designated as the Registered Agent in the above and foregoing Articles, I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Brian Courtney, Assistant V.P.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 8, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of November, 2000

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Katherine B. Rosenberg
Typed or printed name

Assistant Secretary / Director
Title