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ANDERSON & GALANTE

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February 23, 1996

Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL. 32301

300001724043
-02/26/96--01060--013
****122.50 ****122.50

RE: HANCOCK OUTDOOR, INC.

Dear Sir:


Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation.

Also enclosed is a check in the amount of \$122.50 to cover your costs of filing of the corporation and the issuance of a certified copy of the articles.

I would appreciate your filing these Articles of Incorporation and mailing me a certified copy of same, together with a Certificate of Filing.

Thank you for your courtesies.

Yours truly,


William D. Anderson, Jr.
Enclosure

SN FEB 28 1996

FILED
96 FEB 26 PM 1:11
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HANCOCK OUTDOOR, INC.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is HANCOCK OUTDOOR, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of outdoor leasing and sales and any other lawful purpose.

ARTICLE III - CAPITAL STOCK

This organization is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3563 Loquat Ave., Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is: Charles Hancock

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is: Charles Hancock 3563 Loquat Ave. Miami, Florida.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is: Charles Hancock 3563 Loquat Ave., Miami, Fl. 33133.

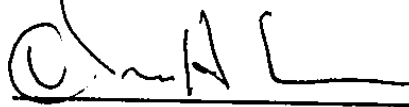
ARTICLE VII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his/her share, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22nd day of February, 1996.

A handwritten signature in dark ink, appearing to be 'CHL' or similar, written over a horizontal line.

CHARLES HANCOCK

STATE OF FLORIDA)
COUNTY OF MARTIN)

I HEREBY CERTIFY, that on this day before me an officer duly qualified to take acknowledgments, personally appeared CHARLES HANCOCK., to me who is personally known X or has produced identification _____, Type of identification _____ to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me the execution of same.

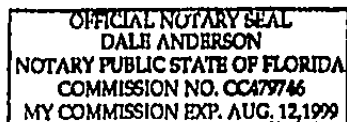
WITNESS my hand and official seal in the County and State last aforesaid, this 22nd day of February, 1996.

Dale Anderson

Notary Public

My Commission Expires

Commission No. _____

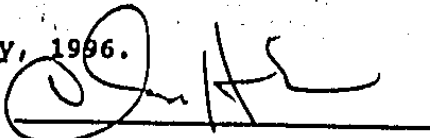


REGISTERED AGENT DESIGNATION

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That HANCOCK OUTDOOR, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3563 Loquat Ave., Miami, Fl. 33133 has named CHARLES HANCOCK, as its agent to accept service of process within Florida.

Dated this 22nd day of February, 1996.


CHARLES HANCOCK

ACCEPTANCE OF DESIGNATION

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


CHARLES HANCOCK

STATE OF FLORIDA)

COUNTY OF MARTIN)

I hereby certify that on this day before me, an officer duly authorized to take acknowledgements, personally appeared

CHARLES HANCOCK

to me well known to be the person(s) who executed the foregoing instrument, and acknowledged before me who has produced Florida Driver License No. _____, as identification, or ____ personally known and who (did/did not) take an oath.

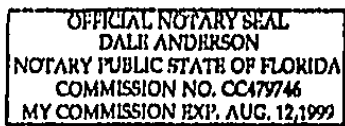
Dated this 22nd day of February, 1996.

Dale Anderson

Notary Public

My Commission Expires:

Commission No. _____



TALLAHASSEE, FLORIDA

96 FEB 26 PM 1:11

FILED