

P960000020651

*Frederick David Graves*

of Attorney and Counselor at Law of  
Private Practice ~ By Appointment

Post Office Box 123  
Jensen Beach, Florida 34958

669 Northeast Plantation Road  
Ocean Terrace ~ Suite 208  
Stuart, Florida 34996  
407 / 334-7527

29 February 1996

Florida Secretary of State  
Domestic Corporation Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314:

600001731076  
-03/04/96--01083--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attn: New Filings

Re: M&M Outdoor Advertising

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

Enclosed is my client's check for \$70 to cover the filing fee. No certified copy is needed.

Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

FILED  
96 MAR -4 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Respectfully,

*Earl N. Moseley*  
For MR F. GRAV

c.c. Ad-Con Outdoor Advertising, Inc.  
c/o Earl Moseley, President

*Beverly* GAVE  
AUTHORIZATION BY PHONE TO

CORRECT *Article 1*

DATE *March 26, 1996*

DOC. EXAM *James*

*3/26/96*

Articles of Incorporation  
of  
**M&M Outdoor Advertising, Inc.**

96 NMR -4 PM 3:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

**ARTICLE I: Name and Principal Place of Business**

The name of this corporation is M&M Outdoor Advertising, Inc.,

The initial principal place of business shall be 5300 South Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125).

**ARTICLE II: Commencement and Duration**

This Corporation shall commence in existence upon the date last hereinappearing (or, if filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its filing with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last hereinappearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors..

**ARTICLE III: Purpose**

The purpose for which this corporation is organized is to engage in any activity permitted to corporations generally in this State, particularly but not limited to the operation of an outdoor advertising business.

**ARTICLE IV: Authorized Shares**

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of one dollar (\$1.00) per share.
2. Subscription. Ad-Con Outdoor Advertising, Inc., has subscribed and does subscribe for the acquisition of all 1,000 shares of the new corporation, i.e., the new corporation will initially be the wholly-owned subsidiary of Ad-Con Outdoor Advertising, Inc.
3. Stated Capital. The sum of the par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation at such time.
4. Dividends. The holders of the issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or in additional shares of the corporation.
5. No Classes of Stock. The shares of the corporation are not to be divided into classes, and there shall be but one class of stock in this corporation, i.e., voting common stock capital shares.
6. No Shares in Series. The corporation is not authorized to issue shares in series.

**ARTICLE V: Registered Agent**

The initial registered agent of the Corporation is: Earl Moseley, whose residence address is 5300 South Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125), and whose business address at which he will accept service of process for the corporation is 5300 South Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125).

**ARTICLE VI: Number of Directors**

The number of duly elected directors of this corporation shall be not less than one.

**ARTICLE VII: Incorporation Director**

The name and address of the person who shall serve as incorporation director is Earl Moseley of 5300 South Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125), who shall serve in the capacity of temporary director until the organizational meeting, at which meeting he shall appoint a president and secretary *pro temp* and may take only such other action on behalf of the corporation as may be lawful and necessary to cause the corporation to issue all its shares to Ad-Con Outdoor Advertising, Inc.

**ARTICLE VIII: Incorporator**

The name and address of the incorporator are: Ad-Con Outdoor Advertising, Inc., 5300 South Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125). The undersigned Earl Moseley acts as the duly authorized officer of Ad-Con Outdoor Advertising, Inc. to execute these articles for and on behalf of the incorporator Ad-Con Outdoor Advertising, Inc.

**ARTICLE IX: Amendment of Articles**

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a stockholders meeting.

**ARTICLE X: Pre-Emptive Rights**

Shareholders shall have no pre-emptive rights to purchase additional shares.

**ARTICLE XI: Cumulative Voting**

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

IN WITNESS WHEREOF, Ad-Con Outdoor Advertising, Inc., by and through its undersigned officer duly authorized to act on behalf of Ad-Con Outdoor Advertising to declare these Articles of Incorporation for M&M Outdoor Advertising, Inc., hereunder gives affidavit of that declaration at Stuart, Florida the 22<sup>nd</sup> day of February 1996.

Ad-Con Outdoor Advertising, Inc.  
Incorporator

  
Earl Moseley, President

STATE OF FLORIDA ]  
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Earl Moseley, who by me being first duly sworn and identified by Florida Drivers License as the person described hereinabove, did affirm in my presence that he did execute the foregoing as a duly authorized officer of Ad-Con Outdoor Advertising, the incorporator for M&M Outdoor Advertising, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida this 27<sup>th</sup> day of February 1996.

BEVERLY J. TEDDER  
Notary Public, State of Florida  
My Commission Expires Feb. 20, 1999  
Comm. No. CC 440124

Notary Public, State of Florida at Large

My commission number is:

My commission expires:

CC 440124

Feb 20, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
96 MAR -4 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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


WITNESSETH that *M&M Outdoor Advertising, Inc.*, desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Earl Moseley, 5300 Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125) and whose business address at which he will accept service of process for the corporation is 5300 Indian River Drive, Fort Pierce, Florida 34982 (phone 407/465-5125).

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the 22<sup>nd</sup> day of February 1996 and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 29<sup>th</sup> day of February 1996.

  
Earl Moseley  
Resident Agent

STATE OF FLORIDA ]  
COUNTY OF MARTIN]

BEFORE ME personally appeared Earl Moseley who, being by me duly sworn and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida this 29<sup>th</sup> day of February 1996.

  
Notary Public, State of Florida at Large

My commission number is:

My commission expires;

CC 440124

Feb. 20, 1999

**BEVERLY J. TEDDER**  
Notary Public, State of Florida  
My Commission Expires Feb. 20, 1999  
Comm. No. CC 440124