

P9600002224

RICKEY L. FARRELL  
ATTORNEY AT LAW, P.A.  
1595 S.E. PORT ST. LUCIE BOULEVARD  
PORT ST. LUCIE, FL 34952  
(407) 335-5455  
FAX (407) 337-3485

March 5, 1996

State of Florida  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800001737008  
-03/08/96--01044--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Pos Outdoor Advertising of St. Lucie County, Inc.

Dear Sir:

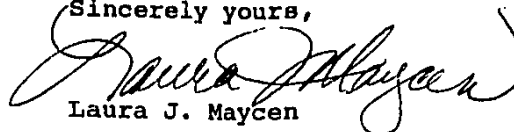
Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$122.50 covering:

\$ 35.00	-	Filing Fee
52.50	-	Certified Copy
<u>35.00</u>	-	Registered Agent Designation
\$122.50		

Thank you for your cooperation in this matter.

Sincerely yours,

  
Laura J. Maycen

Enc.  
LJM\CORP\INC.LTR

96MAR-8 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

63 3/12/96

**ARTICLES OF INCORPORATION  
OF  
POZ OUTDOOR ADVERTISING OF ST. LUCIE COUNTY, INC.**

FILED  
96 MAR -8 AM 11:42

**ARTICLE I - NAME**

The name of this corporation is Poz Outdoor Advertising of St. Lucie County, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock which shall be designated as "Common Shares". Ad-Con Outdoor Advertising, Inc., has subscribed for the acquisition of all 7500 shares of the new corporation such that the new corporation will initially be a wholly owned subsidiary of Ad-Con Outdoor Advertising, Inc.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal place of business of this corporation is 259 Bermuda Beach Drive, Fort Pierce, Florida 34949 and the name of the initial registered agent of this corporation is Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one Director constituting the initial Board of Directors. Richard Pozniak, whose address is 259 Bermuda Beach Drive, Fort Pierce, Florida 34949, shall serve as the initial Director of the corporation.

**ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator are Ad-Con Outdoor Advertising, Inc., 259 Bermuda Beach Drive, Fort Pierce, Florida 34949. The undersigned Richard Pozniak acts as a 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 - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of Feb, 1990.

AD-CON OUTDOOR ADVERTISING, INC.

By: Richard J. Pozniak

Richard Pozniak, Vice President  
Incorporator

#### STATE OF FLORIDA COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard Pozniak, as Vice President of Ad-Con Outdoor Advertising, Inc., who has produced n/a as identification or is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

20th IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this day of Feb, 1990.

(S E A L)

Laura J. Maycen  
Notary Public State of Florida

Printed Signature:

My Commission No:

My Commission Expires



LAURA J. MAYCEN

MY COMMISSION # CC461952 EXPIRES

May 10, 1993

BONDED THRU TROY FAWN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

96 MAR -8 AM 11:42

STATE OF FLORIDA

In compliance with Section 48.091 and 607.094, Florida Statutes, the following is submitted:

**FIRST** that Poz Outdoor Advertising of St. Lucie County, Inc., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 250 Bermuda Beach Drive, Fort Pierce, Florida 34949, has named Rickey L. Farrell, Esquire, 1505 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952, as its agent to accept service of process within Florida.

Dated: 2-20-96.

**AD-CON OUTDOOR ADVERTISING, INC.**

By: Richard J. Pozniak

**Richard Pozniak, Vice President  
Incorporator**

Having been named to accept service of process for the above named 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 performance of my duties.

Rickey L. Farrell  
**RICKEY L. FARRELL  
Registered Agent**

P9600002224

STATE, HALL & RT  
EXCHANGE PLACE  
55 STATE STREET  
BOSTON, MASSACHUSETTS 02100-2001  
TELEPHONE (617) 240-5000  
FACSIMILE (617) 240-4000  
TELEX 400160000

August 9, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Poz Outdoor Advertising of St. Lucie County, Inc.

Dear Sir/Madam:

Please be advised that all future annual reports and related information or bulletins for the above-mentioned entity should be forwarded to 7380 Sand Lake Road, Suite 120, Orlando, Florida, 32819.

Should you have any questions or comments with regard to the foregoing please feel free to contact me at (617) 248-5000. Thank you for your prompt attention to this matter.

Sincerely,

*Lori Stramandinoli*  
Lori Stramandinoli  
Legal Assistant

CC: Thomas F. Maloney, Esq.

ds1/283999

P96-22224

updated 8/16/96

CONTACT

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

626 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-8528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

3

(Corporation Name)

(Document #)

4

(Corporation Name)

(Document #)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED

96 SEP 10 PM 3:57

RECEIVED

96 SEP -6 PM 3:11

SECRETARY OF STATE  
TALLAHASSEE

DIVISION OF CORPORATION

HOLD FOR  
PICKUP BY  
UCC SERVICES

Examiner's Initials

NEW FILINGS	
<input type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

RECEIVED

96 SEP 10 PM 1:22

DIVISION OF CORPORATION

September 9, 1996

**UCC FILING & SEARCH SERVICES**

**TALLAHASSEE, FL**

**SUBJECT: POZ OUTDOOR ADVERTISING OF ST. LUCIE COUNTY, INC.**  
**Ref. Number: P96000022224**

We have received your document for POZ OUTDOOR ADVERTISING OF ST. LUCIE COUNTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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"); and the registered agent's signature.

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 (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 296A00041841

CORRECTED  
9.10.96

RECEIVED  
96 SEP 10 AM 11:55  
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**FILED**

**96 SEP 10 PM 3:57**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

Poz Outdoor Advertising of St. Lucie County, 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 VII: The corporation shall have three directors constituting the Board of Directors. The following Directors shall hold office in accordance with the By-Laws of the corporation:

Name:

Address:

James A. McLaughlin

7380 Sand Lake Road, Suite 120  
Orlando, Florida 32819

William Thompson

21 Custom House Street  
Boston, MA 02110

Richard C. Wallace

21 Custom House Street  
Boston, MA 02110

Article VI: The street address of the principal place of business of this corporation is 7380 Sand Lake Road, Suite 120, Orlando, Florida, 32819 and the name of the registered agent of this corporation is Bob Vann, 7380 Sand Lake Road, Suite 120 Orlando, Florida 32819.

**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: March 29, 1996

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.

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Signed this 2nd day of September, 19 96.

Signature

[Signature] / Registered Agent  
(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)

Bob Vann

Typed or printed name

Registered Agent, Treasurer and Chief Financial Officer

Title

P96000022224

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

POZ OUTDOOR ADVERTISING OF ST. LUCIE COUNTY, INC., a Florida  
corporation P96000022224

into

**POA ACQUISITION CORPORATION**, a Delaware corporation P11342

File date: October 11, 1996

Corporate Specialist: Annette Hogan