

MYRON S. DUNAY, P.A.

ATTORNEY AND COUNSELLOR AT LAW

MYRON S. DUNAY  
CIVIL TRIAL  
PRACTICE

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P9600005228

TWO DAY PRIORITY MAIL

June 12, 1996

Florida Department Of State  
Division Of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

30 JUN 1996 10:00 AM  
06/13/96 01002-000  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: VISION OUT-OF-HOME MEDIA, INC.

Gentlemen:

Enclosed herein please find Articles of Incorporation for the above named corporation. Also enclosed please find our check in the amount of \$70.00 to cover your fee for processing this new corporation, *and for registering registered agent.*

Kindly return your stamped copy of the Articles as soon as possible.

Cordially,

MYRON S. DUNAY, P.A.

By *M. S. Dunay*  
M. S. DUNAY

MSD/dgh  
Enclosures

FILED  
96 JUN 17 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VISION OUT-OF-HOME MEDIA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VISION OUT-OF-HOME MEDIA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The address of the principal office of this corporation shall be 10880 Tea Olive Lane, Boca Raton, Florida 33498, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 616 E. Atlantic Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of the corporation at that address is MYRON S. DUNAY.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually with the effective date of June 17, 1996.

#### ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and one director, initially. The name and street addresses of the initial officer and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ROBERT JOHN BASSOLINO  
Dir./Pres./Sec./Treas.

10880 Tea Olive Lane  
Boca Raton, Florida 33498

RALPH BASSOLINO  
Vice-President

17600 Wagon Wheel Drive  
Boca Raton, Florida 33496

ARTICLE VII. SPECIAL PROVISION

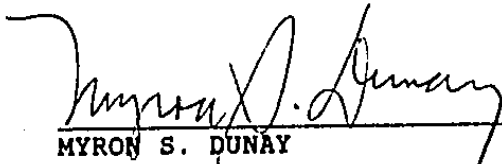
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation:

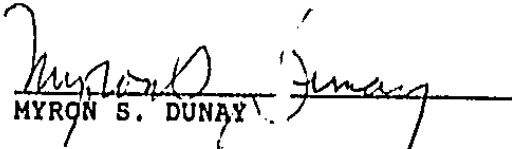
MYRON S. DUNAY  
616 E. Atlantic Avenue  
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on June 12, 1996.

  
MYRON S. DUNAY

ACCEPTANCE OF REGISTERED AGENT DESIGNATE  
IN ARTICLES OF INCORPORATION

MYRON S. DUNAY having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
MYRON S. DUNAY

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