

P 960000 55061

THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
DONALD M. ALLISON*
TODD C. DROSKY†

TELEPHONE (561) 368-5758
TELECOPIER (561) 395-0917

OF COUNSEL
GARY L. BLUM♦

*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

♦ Admitted in New York
Not Admitted in Florida

April 6, 2000

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

Re: Restated Articles Of Incorporation of
Advertising Display Systems, Inc.

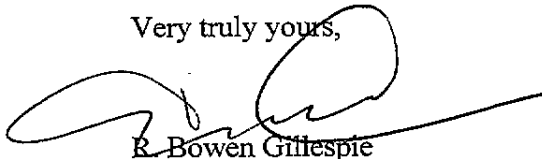
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Dear Sir or Madam:

Enclosed please find the original and one copy of the "Restated Articles of Incorporation of Advertising Display Systems, Inc." Also enclosed is my firm's check in the amount of \$35.00 representing payment of the filing fee.

Please file the enclosed Restated Articles of Incorporation and return a conformed copy to the undersigned as soon as possible. Thank you for your cooperation and anticipated prompt attention to this matter.

Very truly yours,



R. Bowen Gillespie

RBG/cev
Enclosures

chris\articles.inc\corresp\advertising display

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 17 AM 11:44

Restated Articles
LH
5-17-2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 20, 2000

R. Bowen Gillespie, Esquire
1515 S. Federal Hwy., Suite 300
Boca Raton, FL 33432

SUBJECT: ADVERTISING DISPLAY SYSTEMS, INC.
Ref. Number: P96000055061

We have received your document for ADVERTISING DISPLAY SYSTEMS, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 200A00021854

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GILLESPIE & ALLISON, P.A.

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May 3, 2000

Florida Department of State
Division of Corporations
Attn: Louise Flemming-Jackson
P.O. Box 6327
Tallahassee, Florida 32314

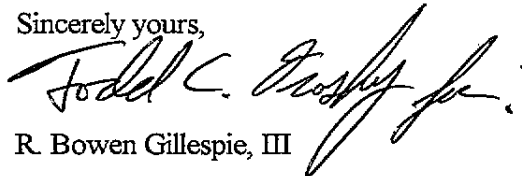
RE: Your Reference No. P96000055061
Letter No. 200A00021854

Dear Mrs. Flemming-Jackson:

Pursuant to your correspondence dated April 20, 2000 (a copy of which is enclosed for your reference), please find enclosed the Restated Articles of Incorporation of Advertising Display Systems, Inc. along with the requested certificate.

If you have any questions in this matter, please do not hesitate to contact me.

Sincerely yours,



R. Bowen Gillespie, III

RBG:/kjh
Advertising Display Systems, Inc.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 17 AM 11:44

RESTATED

ARTICLES OF INCORPORATION

OF

ADVERTISING DISPLAY SYSTEMS, INC.

(Pursuant to Section 607.1007 Florida General Corporation Act)

Advertising Display Systems, Inc. (the "Corporation"), a corporation organized and existing under the Florida General Corporation Act of the State of Florida (the "General Corporation Act"),

DOES HEREBY CERTIFY:

ONE: That this restatement contains amendments that require the approval of the shareholders of the Corporation.

TWO: That this restatement has been adopted by the sole director of the Corporation and has been approved by all of the holders of the common stock, par value \$1.00 per share (the "Common Stock") of the Corporation. The 290 shares of Common Stock approving this restatement are equal to 100% of the outstanding shares of Common Stock and are sufficient for approval by that voting group. The Common Stock represents the only outstanding capital stock of the Corporation.

THREE: The Restated Articles of Incorporation of the Corporation shall be amended and restated in its entirety as follows:

FIRST:

The name of the Corporation is:

Advertising Display Systems, Inc.

SECOND:

The principal office of the Corporation shall be located at 1900 N.W. 32nd Street, Pompano Beach, Florida 33064.

THIRD:

This Corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

FOURTH:

The total number of shares of stock which the Corporation shall have authority to issue is 100,000, consisting of 50,000 shares of Common Stock, par value \$0.01 per share (hereinafter referred to as the "Common Stock") and 50,000 shares of Preferred Stock, par value \$0.01 per share (hereinafter referred to as the "Preferred Stock"). The number of authorized shares of the Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the board of directors of the Corporation and no vote of the holders of the Common Stock voting separately as a class shall be required therefor.

Authority is hereby expressly granted to the Board of Directors, at any time and from time to time, to issue the Preferred Stock as Preferred Stock of any series and, in connection with the creation of each such series, to fix by the resolution or resolutions providing for the issue of shares thereof, the number of shares of such series and the powers, designations, preferences, rights, qualifications, limitations and restrictions of such series, to the full extent now or hereafter permitted by the laws of the State of Florida.

FIFTH:

The Corporation shall have perpetual existence.

SIXTH:

The Corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie, III
1515 South Federal Highway
Suite 300
Boca Raton, Florida 33432

SEVENTH:

The name and address of the Incorporator is:

Dale Easton
6401 Mallard Lane
Coconut Creek, Florida 33073

EIGHTH:

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and Shareholders, subject to the rights of the holders of Preferred Stock, provided that such amendment be in compliance with the General Corporation Act of the state of Florida.


NINTH:

The number of directors may be altered from time to time in such manner as described by the Bylaws of the Corporation, subject to the rights of the holders of Preferred Stock. However, the Corporation shall have no less than one director at any time.

TENTH:

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. If the General Corporation Act of the State of Florida is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Act of the State of Florida, as so amended.

IN WITNESS WHEREOF, I have made and signed this Certificate this 30th day of March, 2000, and affirm the statements contained herein as true under penalties of perjury.



Dale S. Easton
President

CERTIFICATE

These Restated Articles adopted a March 30, 2000 contain an amendment requiring shareholder approval. The number of votes cast for the amendment by the shareholders was sufficient for approval. There was not more than one voting group entitled to vote on the amendment.