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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300
1515 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III
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*Also Admitted in Arizona & California
†Also Admitted in Colorado & the
District of Columbia

November 13, 2001

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*****43.75 *****43.75

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

Re: Articles of Amendment
Advertising Display Systems, Inc.

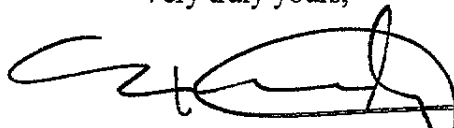
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment for the above named Florida corporation. Also enclosed is a check in the amount of \$43.75 representing payment of the following:

Filing Fees	\$35.00
Certified Copy Fee	<u>\$ 8.75</u>
TOTAL:	\$43.75

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

Very truly yours,


R. Bowen Gillespie, III

RBG/cev
Enclosures

chris\articles,inc\corresp\Articles of Amendment

FILED
01 DEC 12 PM 1:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P96000055061
688 Amend
12-12-01
copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 26, 2001

GILLESPIE & ALLISON, P.A.
% R. BOWEN GILLESPIE, III
1515 SOUTH 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 \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 801A00062738

**ARTICLES OF AMENDMENT
INCLUDING
CERTIFICATE OF DESIGNATIONS, NUMBER, VOTING POWERS,
PREFERENCES AND RIGHTS OF SERIES B SHARES OF
PREFERRED STOCK
OF
ADVERTISING DISPLAY SYSTEMS, INC.**

FILED
01 DEC 12 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the
Florida General Corporation Act

The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of Advertising Display Systems, Inc., a Florida corporation (hereinafter called the "Corporation"), with the preferences and rights set forth therein relating to dividends, conversion, redemption, dissolution and distribution of assets of the Corporation having been fixed by the Board of Directors pursuant to authority granted to it under Article FOURTH of the Corporation's Amended and Restated Articles of Incorporation and in accordance with the provisions of Section 607.0602 of the Florida General Corporation Act:

RESOLVED: That, pursuant to authority conferred upon the Board of Directors by the Amended Articles of Incorporation of the Corporation, the Board of Directors (Shareholder approval was not required,) hereby authorizes and issuance of up to 30,000 shares of Series B Preferred Stock of the Corporation, and hereby fixes the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of such shares, in addition to those set forth in the Amended and Restated Articles of Incorporation of the Corporation, as follows:

1. Designation and Amounts. The designation of this series, which consists of 30,000 shares of Preferred Stock, is the Series B Redeemable Preferred Stock (the "Series B Preferred Stock") and the stated value shall be \$0.01 per share (the "Stated Value").

2. Dividends. Holders of the Series B Preferred Stock are entitled to receive dividends at the same time and at the same rate as holders of shares of Common Stock. The Series B Preferred Stock has no preferences with respect to the payment of dividends. Any determination to declare and pay a dividend is within the sole discretion of the Company's Board of Directors and the Company's Board of Directors is under no obligation to declare or pay any dividends.

3. Redemption of Series B Preferred Stock; Restrictions on Transfer. The Company shall redeem the shares of Series B Preferred Stock held by the holder of such shares (a "Holder") upon the earlier of: (a) the exercise by a Holder of the warrant to acquire Common Stock of the Company issued to each Holder of Series B Preferred Stock simultaneously with the issuance of the Series B Preferred Stock (a "Warrant"); and (b) the expiration of the exercise period of such Warrant or cancellation of the Warrant for any reason. The redemption price shall be \$0.01 per share of

Series B Preferred Stock. A Holder may not transfer shares of Series B Preferred Stock unless the Warrant issued to such Holder in connection with the issuance of the Series B Preferred Stock is simultaneously transferred to the transferee of such shares of Series B Preferred Stock.

4. Adjustment for Stock Dividends; Stock Splits, Etc. If, prior to the date on which all shares of the Series B Preferred Stock are redeemed, the Company shall (i) pay a dividend in shares of Common Stock, (ii) subdivide its outstanding Common Stock, or (iii) combine its outstanding Common Stock into a smaller number of shares of Common Stock (each a "Common Stock Adjustment"), then the Company shall make a similar adjustment to the number of shares of Series B Preferred Stock outstanding so that the relationship between the number of shares of Common Stock and Series B Preferred Stock outstanding prior to such Common Stock Adjustment is equivalent to the number of shares of Common Stock and Series B Preferred Stock after such Common Stock Adjustment. Any adjustment to the Series B Preferred Stock made pursuant to this Paragraph 4 shall become effective immediately after the effective date of such Common Stock Adjustment and such adjustment shall be retroactive to the record date, if any, for such Common Stock Adjustment.

5. Consolidation, Merger, Exchange, etc. In case the Company shall enter into any consolidation, merger, combination, statutory share exchange or other transaction in which Common Stock is exchanged for or changed into other stock or securities, money and/or any other property, then in any such case the Series B Preferred Stock shall at the same time be similarly exchanged or changed into preferred shares of the surviving entity providing the holders of such preferred shares with (to the extent possible) the same relative rights and preferences as the Series B Preferred Stock.

6. Reissuance of Certificates. In the event of a redemption pursuant to these Articles of Amendment of less than all of the Series B Preferred Stock represented by a particular Series B Preferred Stock certificate, the Company shall promptly cause to be issued and delivered to the holder of such Series B Preferred Stock a preferred stock certificate representing the remaining Series B Preferred Stock which have not been so redeemed.

7. Voting Rights. Each share of Series B Preferred Stock shall have one (1) vote. Except to the extent that a class vote is required by law, including but not limited to the Florida Business Corporation Act, and as expressly provided herein, the holders of shares of the Series B Preferred Stock and the Common Stock will vote together as a single class on all matters.

8. Preferred Rank. In the event of the Company's liquidation, dissolution or winding up, the holders of Series B Preferred Stock shall be entitled to receive out of the Company's assets available for distribution to shareholders, before any distribution of assets are made to holders of Common Stock (or to the holders of any other class of stock which is junior to the Series B Preferred Stock as to distributions upon the Company's liquidation, dissolution or winding up), but after any distribution of assets made to holders of the Company's Series A Convertible Preferred Stock, an amount per share equal to \$0.01 for each outstanding share of Series B Preferred Stock (which is equal to the par value per share of Series B Preferred Stock).

9. Preemptive Rights. The holders of Series B Preferred Stock are not entitled to preemptive rights with respect to any shares of any class of stock which may be issued by the Company in the future.

10. Vote to Change the Terms of Series B Preferred Stock. The affirmative vote at a meeting duly called for such purpose or the written consent without a meeting, of the holders of not less than fifty percent (50%) of the then outstanding Series B Preferred Stock, shall be required for any change to these Articles of Amendment or the Company's Articles of Incorporation which would amend, alter, change or repeal any of the powers, designations, preferences and rights of the Series B Preferred Stock.

11. No Reissuance of Series B Preferred Stock. Any share or shares of Series B Preferred Stock acquired by the Company by reason of purchase, redemption or otherwise shall be cancelled, shall return to the status of authorized but unissued preferred stock of no designated series, and shall not be reissuable by the Company as Series B Preferred Stock.

12. Lost or Stolen Certificates. Upon receipt by the Company of evidence satisfactory to the Company of the loss, theft, destruction or mutilation of any Series B Preferred Stock certificates, and, in the case of loss, theft or destruction, of any indemnification undertaking by the holder to the Company and, in the case of mutilation, upon surrender and cancellation of the Series B Preferred Stock certificate(s), the Company shall execute and deliver new preferred stock certificate(s) of like tenor and date.

13. Remedies, Characterizations, Other Obligations, Breaches and Injunctive Relief. The remedies provided in these Articles of Amendment shall be cumulative and in addition to all other remedies available under these Articles of Amendment, at law or in equity (including a decree of specific performance and/or other injunctive relief), no remedy contained herein shall be deemed a waiver of compliance with the provisions giving rise to such remedy and nothing herein shall limit a holder's right to pursue actual damages for any failure by the Company to comply with the terms of these Articles of Amendment. The Company covenants to each holder of Series B Preferred Stock that there shall be no characterization concerning this instrument other than as expressly provided herein. Amounts set forth or provided for herein with respect to payments, conversion and the like (and the computation thereof) shall be the amounts to be received by the holder thereof and shall not, except as expressly provided herein, be subject to any other obligation of the Company (or the performance thereof).

14. Specific Shall Not Limit General; Construction. No specific provision contained in these Articles of Amendment shall limit or modify any more general provision contained herein. These Articles of Amendment shall be deemed to be jointly drafted by the Company and all Holders and shall not be construed against any person as the drafter hereof.

15. Failure or Indulgence Not Waiver. No failure or delay on the part of a Holder of Series B Preferred Stock in the exercise of any power, right or privilege hereunder shall operate as a

waiver thereof, nor shall any single or partial exercise of any such power, right or privilege preclude other or further exercise thereof or of any other right, power or privilege.

IN WITNESS WHEREOF, Advertising Display Systems, Inc. has caused these Articles of Amendment including Certificate of Designations, Number, Voting Powers, Preferences and Rights of Series B Preferred Stock to be duly executed by its President this 1st day of May, 2001 the day of adoption of this amendment.

Advertising Display Systems, Inc.

By: 
R. Bowen Gillespie, III, President