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J. EDWARD HOPKINS

ATTORNEY AT LAW

201 S. BAYLEN-BUITE B

PENSACOLA, FLORIDA 32578

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(904) 432-7428

MAILING ADDRESS:  
P.O. BOX 12883

June 27, 1996

Sandra B. Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: GRAFFITI ADVERTISING, INC

000001880010  
-07/01/96--01012--006  
\*\*\*122.50 \*\*\*122.50

Dear Secretary Mortham:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Additionally, enclosed please find a check, drawn to your order, in the amount of \$122.50, representing the filing fee and costs, etc.

Please file the originals of the documents enclosed herewith, and create the corporation listed above. Thereafter, kindly return a certified copy of the documents to me at the mailing address given above.

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

Very truly yours,

J. EDWARD HOPKINS

JEH/al

Enclosures

cc: Mr. Michael A. Holt (with enclosures)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

July 2, 1996

**J EDWARD HOPKINS**  
**201 E. BAYLEN STE B**  
**PENSACOLA, FL 32575**

**SUBJECT: GRAFFITI ADVERTISING, INC.**  
**Ref. Number: W96000013934**

We have received your document for GRAFFITI ADVERTISING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

**Terri Buckley**  
**Corporate Specialist**

**Letter Number: 796A00032572**

ARTICLES OF INCORPORATION  
OF  
GRAFFITI ADVERTISING, INC.

ARTICLE I - Name

The name of the corporation is GRAFFITI ADVERTISING,  
INC.

ARTICLE II - Duration

This corporation shall have perpetual existence  
commencing on the date of execution and acknowledgment of these  
Articles or until such time as it shall be dissolved by law.

ARTICLE III - Purpose

This corporation is organized for the purpose of  
transacting any and all business not unlawful under the laws of  
the State of Florida or the United States.

ARTICLE IV - Capital Stock

This corporation is authorized to issue One Thousand  
(1000) shares of One Dollar (\$1.00) par value common stock,  
which shall be designated "common shares". Any and all such  
"common shares" shall be one class only.

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#### ARTICLE V - Pre-Emptive Rights

Every share holder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The name and address of the initial director of is corporation is: MICHAEL A. HOLT, 522 E. Government Street, #8, Pensacola, FL 32501.

#### ARTICLE VII - Incorporator

The name and address of the person signing these Articles is, MICHAEL A. HOLT, 522 E. Government Street, #8, Pensacola, FL 32501.

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SECRETARY OF STATE

ARTICLE VIII - Initial Registered  
Office, Principal Office and Agent

The street address of the initial registered office and principal office of this corporation is 17 South Palafox Street, Suite 386, Pensacola, Escambia County, Florida 32501, and the name of the initial resident agent of this corporation at that address is MICHAEL A. HOLT.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE X - Amendment

This corporation reserves the right to amend, or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have  
executed these Articles of Incorporation this 26<sup>th</sup> day  
of June, 1996.

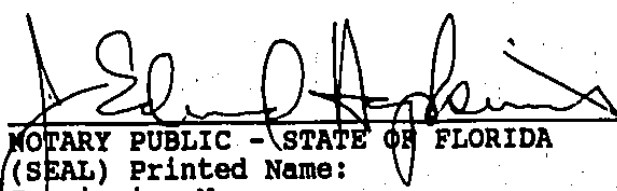
  
MICHAEL A. HOLT  
Incorporator

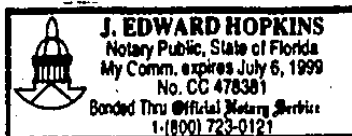
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THIS DAY, personally appeared before  
me, Michael A. Holt, who is personally known  
to me or who has produced \_\_\_\_\_ as  
identification, who did take an oath, and who deposes and swears  
that the facts set forth in the foregoing Articles are true and  
correct to the best of his knowledge and belief.

WITNESS my hand and official seal in the County and  
State last aforesaid on this 26<sup>th</sup> day of June,  
1996.

  
NOTARY PUBLIC - STATE OF FLORIDA  
(SEAL) Printed Name:  
Commission No.  
Commission Expiration:



DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT  
OF  
GRAFFITI ADVERTISING, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pewscolt- Pursuant to Section 48.091 and Chapter 607, Florida Statutes, GRAFFITI ADVERTISING, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 17 South Palafox Street, Suite 386, Escambia County, Florida 32501, has named MICHAEL A. HOLT, located thereat as its registered agent to accept service of process within this state.

  
MICHAEL A. HOLT  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
MICHAEL A. HOLT  
Registered Agent