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REVOLUTION

June 22, 1997

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

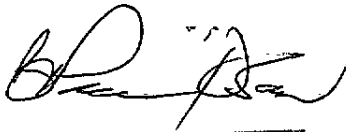
Dear Sir / Madam:

We enclose a signed original and a copy of Articles of Amendment to Articles of Incorporation dated March 16, 1998 and a check for \$35.00. Please record this Amendment.

Also enclosed is a check in the amount of \$52.50. Please provide this office with a certified copy of the Articles of Incorporation of Revolution Outdoor Advertising, Inc. and all Amendments including the March 16, 1998 filed herewith.

Thank you for your assistance.

Sincerely,



Brian H. Phillipson
Chief Financial Officer

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FILED
98 JUN 24 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
JUL 6 1998

REVOLUTION OUTDOOR ADVERTISING, INC.
1010 PENNSYLVANIA AVE. • ST. CLOUD, FL 34769
PHONE: (407) 892-3550 FAX: (407) 892-3499

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REVOLUTION OUTDOOR ADVERTISING, INC.

FILED
98 JUN 24 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI of the Articles of Incorporation of REVOLUTION OUTDOOR ADVERTISING, INC. was amended by the Corporation's Shareholders and Board of Directors on March 16, 1998. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the Corporation is REVOLUTION OUTDOOR ADVERTISING, INC.

2. Article VI of the Articles of Incorporation of REVOLUTION OUTDOOR ADVERTISING, INC. is amended in its entirety to read as follows:

The Corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the Corporation and may create optional rights to purchase or subscribe for shares of stock of the Corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable. The Corporation may provide for preemptive rights in favor of certain or all shareholders, in written agreements duly adopted by the Board, which may include rights the same as or different from those provided for by section 607.0630, Florida Statutes.

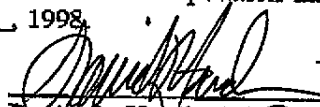
The Corporation shall have two types of common stock -- Class A voting stock, and Class B non-voting stock. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 100,000 shares, each share having \$1.00 par value. One half, or 50,000 shares, may be issued as Class A voting shares, and one half, or 50,000 shares, may be issued as Class B non-voting shares. The attributes of each type are identical, as set out below, except that Class B shall be non-voting:

Class A voting shares are shares of common stock with all rights attributable thereto, including voting rights of one vote per share, and a pro rata right to distribution of the assets of the Corporation upon dissolution.

Class B non-voting shares are shares of common stock with all rights attributable thereto, including a pro rata right to distribution of the assets of the Corporation upon dissolution, except that Class B shares shall be non-voting shares. The limitation on voting rights shall be noted on the reverse of each Class B share certificate.

3. The foregoing amendment to Articles of Incorporation was duly adopted by the Board of Directors and the Shareholders on March 16, 1998, and the number of votes cast was sufficient for approval.

In witness whereof, the undersigned Directors of this Corporation have executed these Articles of Amendment on March 16, 1998.


Daniel L. Hardin, Director


David E. Bressler, Director, Vice President