FROM LATHAM & WATKINS WASH DC #3 (MON) 8.16'99 13:23/ST.13:12/NO.4261478855 P 3

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
AMOUNT DUE ON OR BEFORE 09/15/99: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $730)

PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 AUG 20 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

DOCUMENT # P96000100161

1. Corporation Name
REVOLUTION OUTDOOR ADVERTISING, INC.

Principal Place of Business
1010 PENNSYLVANIA AVE
ST CLOUD FL 34769
US

Mailing Address
1010 PENNSYLVANIA AVE
ST. CLOUD FL 34769
US

2. Principal Place of Business
21 8403 South Park Circle
22 Suite, Apt. #, etc. Suite 650
23 City & State Orlando, FL
24 Zip 32819 25 Country USA

2a. Mailing Address
26 8403 South Park Circle
27 Suite, Apt. #, etc. Suite 650
28 City & State Orlando, FL
29 Zip 32819 30 Country USA

3. Date Incorporated or Qualified: 12/11/1996
4. FEI Number: 59-3418650 — Applied For / Not Applicable
5. Certificate of Status Desired [X] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property. [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
RUTLEDGE, GARY R
215 SOUTH MONROE STREET
SUITE 420
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, section 607.0505, Florida Statutes.

SIGNATURE ______ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS	
TITLE	D	[X] DELETE	1.1 TITLE	[ ] Change [ ] Addition
NAME	HARDIN, DANIEL L		1.2 NAME	SEE SCHEDULE A
STREET ADDRESS	1215 11TH STREET		1.3 STREET ADDRESS	attached HERETO
CITY-ST-ZIP	ST. CLOUD FL 34769		1.4 CITY-ST-ZIP	
TITLE	VPD	[X] DELETE	2.1 TITLE	[ ] Change [ ] Addition
NAME	BRESSLER, DAVID E		2.2 NAME	
STREET ADDRESS	1215 11TH STREET		2.3 STREET ADDRESS	
CITY-ST-ZIP	ST CLOUD FL		2.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME			3.2 NAME	600002968606--4
STREET ADDRESS			3.3 STREET ADDRESS	-08/24/99--01035--015
CITY-ST-ZIP			3.4 CITY-ST-ZIP	****558.75 ****558.75
TITLE		[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME			4.2 NAME	
STREET ADDRESS			4.3 STREET ADDRESS	
CITY-ST-ZIP			4.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME			5.2 NAME	
STREET ADDRESS			5.3 STREET ADDRESS	
CITY-ST-ZIP			5.4 CITY-ST-ZIP	
TITLE		[ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME			6.2 NAME	TS
STREET ADDRESS			6.3 STREET ADDRESS	
CITY-ST-ZIP			6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [signature] 7/7/99 214-979-6255
[signature] 8-16-99 512-340-7800

SCHEDULE A
TO
1999 PROFIT CORPORATION ANNUAL REPORT
STATE OF FLORIDA
FOR
REVOLUTION OUTDOOR ADVERTISING, INC.

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DIRECTORS:

James E. de Castro	875 N. Michigan Avenue, Suite 3522 Chicago, IL 60611
R. Steven Hicks	600 Congress Avenue, Suite 1400 Austin, TX 78701
D. Geoffrey Armstrong	600 Congress Avenue, Suite 1400 Austin, TX 78701
Kenneth J. O'Keefe	99 Revere Beach Parkway Medford, MA 02155
William S. Banowsky, Jr.	600 Congress Avenue, Suite 1400 Austin, TX 78701

OFFICERS:

James E. de Castro President and Chief Executive Officer	875 N. Michigan Avenue, Suite 3522 Chicago, IL 60611
R. Steven Hicks Executive Vice President	600 Congress Avenue, Suite 1400 Austin, TX 78701
D. Geoffrey Armstrong Executive Vice President Chief Financial Officer and Treasurer	600 Congress Avenue, Suite 1400 Austin, TX 78701
Kenneth J. O'Keefe Executive Vice President and Chief Operating Officer	99 Revere Beach Parkway Medford, MA 02155
William S. Banowsky, Jr. Executive Vice President, Secretary, and General Counsel	600 Congress Avenue, Suite 1400 Austin, TX 78701
Schuyler Hansen Senior Vice President and Chief Accounting Officer	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
James E. Burtson Vice President and Assistant Secretary	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Tammy Jackson Vice President	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Kathy Archer Vice President and Assistant Secretary	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201
Kevin Mischnick Vice President and Assistant Treasurer	1845 Woodall Rodgers, Suite 1300 Dallas, TX 75201

Gina Crist Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Dennis Sonntag Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Bill Ripp Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Chris Stephens Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Jerry Driggers Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Jay Trent Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Pat Hazel Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Brian Phillipson Vice President	8403 South Park Circle, Suite 650 A Orlando, FL 32819
Carlene Collins Assistant Secretary	8403 South Park Circle, Suite 650 A Orlando, FL 32819

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