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RUDNICK & WOLFE

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12/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: SIGNS NOW II CORPORATION

AUDIT NUMBER.....H96000018118

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

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**ARTICLES OF INCORPORATION
OF
SIGNS NOW II CORPORATION**

The undersigned, acting as the sole incorporator of a corporation under the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such corporation:

I. Name

The name of the corporation is Signs Now II Corporation.

II. Principal Office

The principal office of the Corporation is located at: 4900 Manatee Avenue West, Suite 201, Bradenton, Florida 34209.

III. Term of Existence

The date when corporate existence will commence is December 30, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The period of its duration is perpetual.

IV. Registered Office and Registered Agent

The address of the initial registered office of the corporation is 4900 Manatee Avenue West, Suite 201, Bradenton, Florida 34209, and the name of the initial registered agent at such address is Michael Etchieson.

V. Purpose

The purposes for which the corporation is organized are:

(a) To engage in the business of printing, producing, selling and otherwise dealing in and with signs and other promotional products.

(b) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act ("Act"); provided that nothing herein contained shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
c/o Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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VI. Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is eleven million (11,000,000) shares, consisting of ten million (10,000,000) shares of common stock with the par value of one cent (\$0.01) each, and one million (1,000,000) shares of preferred stock with the par value of one cent (\$0.01) each. The board of directors of the corporation shall have the authority to determine the terms of any preferred stock issued, including the following:

- (a) the corporation's right to redeem any such shares;
- (b) the right to cumulative, noncumulative, or partially cumulative dividends;
- (c) any preferences over any other class of stock as to the payment of dividends;
- (d) any preferences over any other class of stock in the assets of the corporation in the event of voluntary or involuntary liquidation of the corporation;
- (e) conversion rights; and
- (f) voting rights.

VII. Regulation of Internal Affairs

Provisions for the regulation of the internal affairs of the corporation are:

(a) The bylaws of the corporation shall contain provisions for the regulation and management of the internal affairs of the corporation not inconsistent with any provisions of these Articles of Incorporation, and not inconsistent with the laws of the State of Florida. The initial bylaws of the corporation shall be adopted by the shareholders. The bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be adopted by the affirmative vote of a majority of the directors; provided, however, that the board of directors may not alter, amend or repeal any bylaw establishing what constitutes a quorum at shareholders meetings.

(b) This corporation may from time to time issue its shares of stock for such consideration expressed in dollars (but not less than par if such shares have a par value) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in money, in other property (real or personal, tangible or intangible) or in labor or services actually performed for the corporation. The judgment of the board of directors as to the value of such labor, services, or property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon.

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and the holders of such shares shall not be liable for any further payment in respect thereof. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the corporation.

(c) A restriction on the transfer or the registration of the transfer of any or all of the shares of the stock of the corporation may be imposed either by these Articles of Incorporation or by the bylaws of the corporation or by an agreement between any number of the holders of shares of the corporation or among such holders and the corporation. Any such restriction shall be noted conspicuously upon each certificate representing such shares.

(d) Shareholders of the corporation shall not have preemptive rights.

VIII. Directors

The number of directors constituting the initial board of directors of the corporation is three (3). The number of directors may be increased from time to time as provided by the bylaws of the corporation, provided that the corporation will always have at least one (1) director. The names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Murry J. Evans
4900 Manatee Avenue West, Suite 201
Bradenton, Florida 34209

Dewey E. Eason
4900 Manatee Avenue West, Suite 201
Bradenton, Florida 34209

Jerry W. Swanson
4900 Manatee Avenue West, Suite 201
Bradenton, Florida 34209

IX. Incorporator

The name and address of the incorporator is:

Michael L. Etchieson
4900 Manatee Avenue West
Suite 201
Bradenton, Florida 34209

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X. Powers

The powers of the corporation are:

- (a) To sue and be sued, complain and defend, in its corporate name.
- (b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (e) To lend money and use its credit to assist its employees or employees of its subsidiaries, including any such employee who is a director of the corporation, provided that the board of directors determines that such loan or assistance may benefit the corporation.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (g) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Florida as the same may be amended from time to time.
- (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Act, within or without this state.

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(j) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(k) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(n) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(o) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(p) To consolidate or merge, before or after the completion of its works or plants, in the manner provided under the Act with any foreign or domestic corporation or corporations.

(q) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer, sell, reissue or otherwise dispose of, at any time or from time to time, any of its common or other shares, whether or not redeemable, or other securities; provided that purchases of its own shares may be made only to the extent of its unreserved and unrestricted earned surplus and capital surplus available therefor, and provided further that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of directors of the corporation shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares; and provided further that no purchase or payment for its own shares shall be made at a time when the corporation is insolvent or when such purchase would make it insolvent.

(r) To participate with others in any general partnership, limited partnership, whether the participating corporation be a limited or general partner, or both, joint venture, syndicate, pool or other association of any kind or in any transaction, undertaking or

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arrangement which the participating corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others.

(s) To have and exercise all powers necessary or convenient to effect its purposes to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to the corporation.

The foregoing specific enumeration of powers shall not be claimed to limit or restrict in any manner the powers of the corporation otherwise granted by law.

XI. Affiliated Transactions

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the corporation.

XII. Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the corporation and the equity securities of the corporation will have any and all other rights and privileges available under the Act.

XIII. Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the corporation's Board of Directors.

XIV. Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XV. Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed the signature of the incorporator to these Articles of Incorporation as of the 30th day of December, 1996.

 (SEAL)
Michael L. Etchieson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated as of December 30, 1996.


Michael L. Etchieson

26 DEC 30 11:11

P96000104011

ARTICLES OF MERGER
Merger Sheet

MERGING:

SIGNS NOW CORPORATION, an Alabama corporation, P09691

INTO

SIGNS NOW II CORPORATION which changed its name to

SIGNS NOW CORPORATION, a Florida corporation, P96000104011

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Linda Stitt

12/30/96 FAX 813 229 1447

RUDNICK & WOLFE

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P96000104011

12/30/96

FLORIDA DIVISION OF CORPORATIONS
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YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL18
CORPORATE NAME: SIGNS NOW II CORPORATION
SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (813)229-1447
MAILING NAME/ADDRESS: RUDNICK & WOLFE
101 E KENNEDY
SUITE 2000
TAMPA

FL 33602-0000 US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: SIGNS NOW II CORPORATION

AUDIT NUMBER.....H96000018119

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 15

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

58814.0000

EFFECTIVE DATE

12-31-96

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03 DEC 1996

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Linda

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**ARTICLES OF MERGER BETWEEN SIGNS NOW CORPORATION
AND SIGNS NOW II CORPORATION**

Pursuant to Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Signs Now Corporation ("SNC") and Signs Now II Corporation ("Survivor") adopt the following Articles of Merger for the purpose of merging SNC into the Survivor, the latter of which is to survive the merger and amending the Survivor's Articles of Incorporation to change its name to Signs Now Corporation.

ARTICLE I

The Plan of Merger is attached as Exhibit "A."

ARTICLE II

The Article I of the Articles of Incorporation of Signs Now II Corporation is amended in its entirety to read as follows:

I. Name

The name of the corporation is Signs Now Corporation."

ARTICLE III

Effective date of the merger shall be December 31, 1996.

ARTICLE IV

SNC adopted the Plan of Merger as of December 30, 1996 by unanimous written consent of the shareholders and unanimous written consent of the Board of Directors pursuant to Section 10-2B-11.03 of the Alabama Business Corporation Act. The Survivor adopted the Plan of Merger as of December 30, 1996 by unanimous written consent of the shareholder and the unanimous written consent of the Board of Directors pursuant to Section 607.1103 of the Florida Business Corporation Act. The number of shares of capital stock of each of the corporations outstanding at the time of such adoptions was 2,000,000 shares of common stock and no shares of preferred stock, all shares of said common stock being entitled to vote thereon. The number of shares of common stock voted by the shareholders of each corporation for said Plan of Merger was 2,000,000 and the number voted against was 0, constituting a sufficient number of votes of both corporations to approve the merger.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
c/o Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-96

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IN WITNESS WHEREOF, the undersigned have executed this document as of this 30th day of December, 1996.


Michael L. Etchieson
as President of Signs Now Corporation


Michael L. Etchieson
as President of Signs Now II Corporation

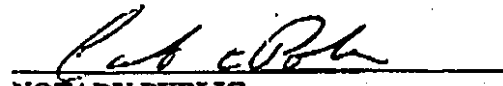
STATE OF FLORIDA)
) SS.
COUNTY OF Mannatee)

The foregoing instrument was acknowledged before me this 31 day of December, 1996, by Michael L. Etchieson, as President of Signs Now Corporation, an Alabama corporation, on behalf of said corporation. He is personally known to me or has produced _____ as identification.



"OFFICIAL SEAL"
Catherine E. Polich
My Commission Expires 3/10/97
Commission #CC 263934

(Notarial Seal)


NOTARY PUBLIC
Print Name: Catherine E. Polich
State of Florida & Large
Commission No.: CC 263934
My Commission Expires:

3-10-97

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STATE OF FLORIDA)
) SS.
COUNTY OF Manatee)

The foregoing instrument was acknowledged before me this 27 day of December, 1998, by Michael L. Etchieson, as President of Signs Now II Corporation, a Florida corporation, on behalf of said corporation. He is personally known to me or has produced as identification.



"OFFICIAL SEAL"
Catherine E. Polich
My Commission Expires 3/10/97
Commission #CC 263934

(Notarial Seal)

Catherine E. Polich
NOTARY PUBLIC
Print Name: Catherine E. Polich
State of FLORIDA at Large
Commission No.: CL 263934
My Commission Expires:

3-10-97

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EXHIBIT A

PLAN OF MERGER

Signs Now Corporation, an Alabama corporation ("SNC"), and Signs Now II Corporation, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 10-2B-11.01 of the Alabama Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act.

- a) The names of each corporation planning to merge are:

- (i) Signs Now Corporation
- (ii) Signs Now II Corporation

- b) The name of the surviving corporation is:

Signs Now II Corporation

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of SNC shall cease and the Survivor shall succeed to all the rights, privileges, communities, and franchises and all the property, real, personal and mixed of SNC without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of SNC, and neither the rights of the creditors nor any liens on the property of SNC shall be impaired by the merger.

- d) The Articles of Incorporation of SNC are filed in the County of Mobile in the State of Alabama.

- e) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

- (i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall be unchanged upon the effectiveness of the merger, and

- (ii) Each share of SNC's stock that is outstanding immediately prior to the effectiveness of the merger shall be surrendered and cancelled upon the effectiveness of the merger.

- f) The assets of SNC shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital

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TALLAHASSEE, FLORIDA

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surplus, and earned surplus of SNC and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the survivor.

- g) Pursuant to Section 607.1101(3)(a) of the Florida Business Corporation Act on the effective date of the merger the Articles of Incorporation of the survivor are amended as follows:

- (i) Article I of the Articles of Incorporation of Signs Now II Corporation is hereby amended to read as follows:

"I. Name

The name of the corporation is Signs
Now Corporation."

- h) Effective date of the merger shall be December 31, 1996.