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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: METROMEDIA ADVERTISIGN, INC.

AUDIT NUMBER.....H97000002860

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

CERT. OF STATUS..1

PAGES..... 4

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**ARTICLE OF INCORPORATION
OF
METROMEDIA ADVERTISING, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation is: METROMEDIA ADVERTISING, INC.

**ARTICLE II
DURATION**

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to issue is 1,000 all of which shall be common shares with a par value of \$1.00 per share.

**ARTICLE V
SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and the initial board of directors are hereby authorized, directed and empowered to so qualify the stock under the appropriate sections of the Internal Revenue Code.

**ARTICLE VI
PRINCIPAL OFFICE AND
REGISTERED OFFICE**

The principal office, if known, or the mailing address of the corporation is 2547 Countryside Blvd., Suite 5, Clearwater, Florida 34621.

The street address of the initial registered office of the corporation is 1370 Pinehurst Road, Dunedin, Florida 34698 and the name of the initial registered agent at that address is THOMAS O. MICHAELS, ESQUIRE.

PREPARED BY: Thomas O. Michaels, Esq.
1370 PINEHURST ROAD
DUNEDIN, FL 34698
FBN: 270830

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TALLAHASSEE, FLORIDA

**ARTICLE VII
DIRECTORS/OFFICERS**

The initial board of directors of the corporation shall consist of 1 member.

The name and address of the first board of directors are:
MICHAEL J. KELLY, 1566 Braeside Court, Palm Harbor, Florida 34684

The name and address of the initial officers of this Corporation is:

MICHAEL J. KELLY as President, Secretary, and Treasurer

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: THOMAS O. MICHAELS

**ARTICLE IX
AMENDMENT**

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

Dated this 18 day of February, 1997.

THOMAS O. MICHAELS, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

THOMAS O. MICHAELS,
Registered Agent

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 18th

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day of February, 1997, by THOMAS O. MICHAELS, who is personally known to me and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign Rita A. Fonder

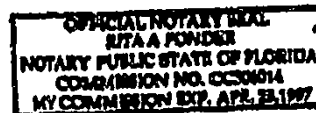
Print Rita A. Fonder

Notary Public

State of Florida

My Commission Expires:

(Seal, if applicable)



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