

P977000020201

TRANSMITTAL LETTER

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

SUBJECT: METRO ADVERTISING SERVICES OF FLORIDA, INC.
(Proposed corporate name - must include suffix)

FILED
91 FEB 21 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00
Filing Fee

XX \$ 78.75
Filing fee and
Certificate

\$ 122.50
Filing fee and
Certified Copy

\$ 131.25
Filing fee,
Certified Copy and
Certificate

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-02/27/97--01030--010
*****78.75 *****78.75

FROM: WILLIAM M. SCHUTT
(Name - printed or typed)
505 South Magnolia

(Address)
Tampa, Florida 33606

(City, State and Zip Code)
(813) 251-2717

(Daytime Telephone Number)

3/5/97
ID

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION
OF
METRO ADVERTISING SERVICES OF FLORIDA, INC.

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is METRO ADVERTISING SERVICES OF FLORIDA, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

This corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

The street address of the initial registered office of this corporation is 505 South Magnolia, Tampa, Florida, 33606, and the name of the initial registered agent of this corporation at that address is William Schutt and the principal office address of the corporation shall be 505 South Magnolia, Tampa, Florida, 33606.

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APR 27 AM 11:57
TAMPA, FLORIDA

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall not be less than one nor more than five. The names and addresses of the initial directors of this corporation are:

William Michael Schutt
505 South Magnolia
Tampa, Florida 33606

and

William Martin Schutt
6950 Pelican Place
St. Petersburg, Florida 33707

The directors of this corporation are subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor is elected and have qualified.

ARTICLE VII

The name and address of the original subscriber and incorporator is:

William Michael Schutt, 505 South Magnolia, Tampa, Florida, 33606.

ARTICLE VIII

In pursuance of Chapter 48.01 Florida Statutes, the following is submitted in compliance with said Act:

That METRO ADVERTISING SERVICES OF FLORIDA, INC.
desiring to organize under the laws of the State of Florida, with
its registered office as indicated in these Articles of
Incorporation, in the City of Tampa, County of Hillsborough,

State of Florida, has named William Michael Schutt, 505 South Magnolia, Tampa, Florida, 33606, as its registered agent to accept service of process with this State.

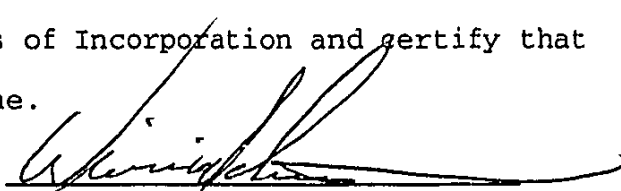
ARTICLE IX

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock will be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of the Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, has hereunto set his hand and seal this 24 day of February, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


William Michael Schutt

STATE OF FLORIDA)
) SS.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this
24 day of February, 1997, by William Michael
Schutt who is personally known to me or who has produced
_____ as identification and who did (did not) take an
oath.

Donna Tarleton
Notary Public
Donna Tarleton
Printed or typed name of Notary

My commission expires:



DONNA TARLETON
COMMISSION # CC 324158
EXPIRES OCT 17, 1997
Bonded Through
ALAN INSURANCE SERVICES

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above state
corporation, at the place designated in these Articles of
Incorporation, I hereby accept to act in that capacity.

William Michael Schutt
William Michael Schutt

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