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FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.

A PROFESSIONAL ASSOCIATION
AVENTURA CORPORATE CENTER, SUITE 805
20801 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180-1422

GARY H. KORNIK

ALSO ADMITTED IN PENNSYLVANIA AND NEW JERSEY

TELEPHONE (305) 933-2000
TELEFAX (305) 936-0101

June 3, 1997

Mr. Joe Gallespie
Robert M. Levy & Associates
108 E. Jefferson Street, Suite B
Tallahassee, Florida 32301

FILED
97 JUN -4 AM 11:02
TALLAHASSEE, FLORIDA

Re: Incorporation of Florida Graffiti Control, Inc.

Dear Mr. Gallespie:

With reference to the above captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the filing fee.

Per the instruction of Mr. Dale Michelson, upon your receipt, you will walk the documents through at the Secretary of State, State of Florida. Thereafter, you will forward the original directly to his attention.

Should you have any questions, please contact me.

Very truly yours,

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-06/04/97--01063--001
****122.50 ****122.50

FROMBERG, FROMBERG, LEWIS & BRECKER
A Professional Association

Gladys Otero
GLADYS OTERO, LEGAL ASSISTANT

/go
Enclosure

Will wait

97 JUN -4 AM 10:44
RECEIVED

74 6/4/97

ARTICLES OF INCORPORATION
OF
FLORIDA GRAFFITI CONTROL, INC.

FILED
97 JUN -4 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: FLORIDA GRAFFITI CONTROL, INC.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred (100) shares of stock at \$5.00 par value which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is Suite 1107, 2221 Northeast 164th Street, North Miami Beach, FL 33160.

ARTICLE VI

The name and address of the corporation's Registered Agent is Gary Kornik, Suite 505, 20801 Biscayne Boulevard, Miami, Florida 33180

ARTICLE VII

The corporation shall have one director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial director of this corporation is: Dale Michelson, Suite 1107, 2221 Northeast 164th Street, North Miami Beach, FL 33160.

ARTICLE VIII

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX

The name and address of the corporation is FLORIDA GRAFFITI CONTROL, INC., Suite 1107, 2221 Northeast 164th Street, North Miami Beach, Florida 33160

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

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

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 2nd day of June, 1997.

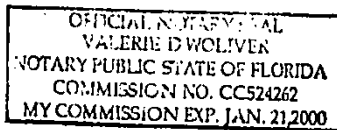
Dale Michelson
DALE MICHELSON

STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of June, 1997, by DALE MICHELSON, personally known to me.

VALERIE WOLIVER
Print Notary's name and
commission number

Valeriy D. Luts
Notary Public
State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that FLORIDA GRAFFITI CONTROL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in North Miami Beach, State of Florida, has named GARY KORNIK, Suite 505, 20801 Biscayne Boulevard, North Miami Beach, Florida 33180, as its agent to accept service of process within Florida.


DALE MICHELSON, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


GARY KORNIK

FILED
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TALLAHASSEE, FLORIDA