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8/28/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255
FAX #: (305)541-3770

NAME: LAMAR ASSETS, INC.

AUDIT NUMBER.....H97000014292

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TM-8/29/97

ARTICLES OF INCORPORATION

OF

LAMAR ASSETS, INC.

ARTICLE I

Name

The name of the corporation is LAMAR ASSETS, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is formed for the following purposes:

- (a) To engage in the specific business of marketing real estate.
- (b) To carry on any other lawful activity permitted by the Florida General Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

ARTICLE V

Initial Registered Office and Agent

The street address and the initial principal office of this corporation is 1800 Second Street, Suite 903, Sarasota, Florida 34236. The initial registered agent shall be Thomas Brown, 1800 Second Street, Suite 903, Sarasota, Florida 34236.

PETER W. METTLER
Attorney at Law
140 Royal Palm Way, Suite 202
Palm Beach, FL 33480
Florida Bar No. 163862
561 832-7600

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DIVISION OF
TALLAHASSEE, FLORIDA

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ARTICLE VI

Initial Board of Directors and Officers

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial officer and director of this corporation is:

Initial Officers and Directors

Thomas Brown, President/ 1800 Second Street, Ste. 903
Secretary/Treasurer/Director Sarasota, Florida 34236

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is:

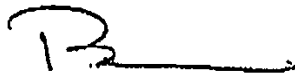
Thomas Brown, Registered Agent
1800 Second Street, Suite 903
Sarasota, Florida 34236

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of August, 1997.


THOMAS BROWN

497000014292

497000014292

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26
day of August, 1997, by THOMAS BROWN, who is personally known
to me or who produced _____ as
identification and who did not take an oath.

Marie E. Didion

NOTARY PUBLIC

Commission Expiration:

Commission No.:

(SEAL)



MARIE E. DIDION
COMMISSION # CC405580
EXPIRES SEPTEMBER 7, 1998
ALAN INSURANCE SERVICE
1-800-488-8040

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: LAMAR ASSETS, INC.

2. The name and address of the registered agent and office is:

THOMAS BROWN

(Name)

1800 SECOND STREET, SUITE 903

(P.O. Box NOT acceptable)

SARASOTA, FL 34236

(City/State/Zip)

DIVISION
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

THOMAS BROWN

DATE

26 August 1997

REGISTERED AGENT FILING FEE: \$35.00

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