



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 680817 9542A

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1998

ORDER TIME : 9:35 AM

ORDER NO. : 680817-005

400002411504--6

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq
MICHAEL FEINSTEIN, ESQ

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CARLTON PROJECTION MEDIA
ADVERTISING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 1:52

RECEIVED
98 JAN 26 PM 12:18
DIVISION OF CORPORATIONS
1/26/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 1:52

ARTICLES OF INCORPORATION
OF
CARLTON PROJECTION MEDIA ADVERTISING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CARLTON PROJECTION MEDIA ADVERTISING, INC.

The address of the principal office of this corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Steven C. Carlton 888 East Las Olas Boulevard, Suite 700
Dir./Pres./Sec./Treas. Fort Lauderdale, Florida 33301

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 26, 1998.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

LRD/chs

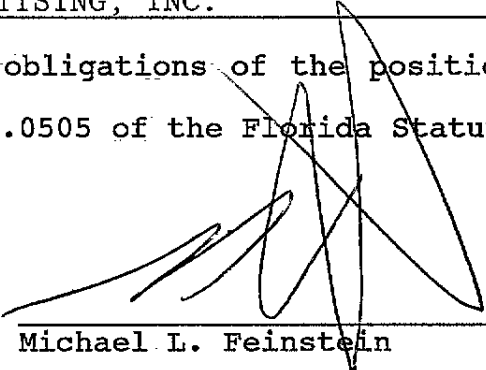
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98 JAN 26 PM 1:52

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL L. FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below and having been designated as the Registered Agent in the above and foregoing Articles of

CARLTON PROJECTION MEDIA ADVERTISING, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Michael L. Feinstein