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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: TOURIST INFORMATION DISPLAY SYSTEMS, INC.
AUDIT NUMBER.....H98000008957
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TOURIST INFORMATION DISPLAY SYSTEMS, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I

The name of this corporation shall be TOURIST INFORMATION DISPLAY SYSTEMS, INC.

ARTICLE II

The term of existence of the Corporation is perpetual, unless sooner dissolved according to law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be organized to transact, and to do such other things as are incidental, necessary or desirable in order to accomplish the same. The Corporation may operate as any fictitious name or tradename as approved by the officers of the Corporation.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of common stock, having a One Dollar (\$1.00) par value per share; each share having identical rights and privileges in every respect. The amount of the Corporation's shareholders or shares shall never increase. The Articles

Articles prepared by:
Richard F. Joyce III, Esq.
The Law Firm of Encinosa & Joyce, P.A.
111 NE First Street, Ninth Floor
Miami, Florida 33132
Tel. (305) 379 5090
FBN: 915701

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**Articles of Incorporation
Tourist Information Display Systems, Inc.**

of Incorporation shall not be amended to increase the shareholder's or number of shares issued by these Articles of Incorporation. The Corporation shall not issue any other type of stock than provided for in these Articles of Incorporation. A shareholder may only vote his shares by proxy when incapacitated as determined by a competent medical doctor.

The shareholders as named hereinafter shall be the only shareholders of the Corporation. Said shareholders shall enter into an agreement among themselves and with the Corporation which they shall include in the By-Laws which places further restrictions on the transfer of the shares which the Corporation issued to the following individuals or restrictions regarding the sale, transfer or other disposition of any of the outstanding and issued shares. The respective amount of shares issued to each following shareholder shall not increase.

William M. D'Scott	40 Shares
John Venables	30 Shares
Anthony Serrano	<u>30 Shares</u>
Total	100 Shares

The Corporation shall acquire by purchase the total amount of its own shares held by a shareholder who dies or who must or requests to sell his shares. The Corporation shall purchase the total number of shares issued to said shareholder for a reasonable price per share, but said price shall not adversely affect the continuation of the Corporation's viable existence unless the shareholders have unanimously agreed to dissolve the Corporation. The Corporation shall hold all unissued stock which it

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acquires from a shareholder and shall not reissue any of the acquired shares. Upon acquisition of its own shares and amendment of these Articles of Incorporation, the number of authorized shares is reduced by the number of acquired shares pursuant to Section 607.0631, Florida Statutes (1997).

ARTICLE V

The street address of the Corporation's principal office and mailing address is:
5040 NW 7th Street, Suite 430, Miami, FL 33126.

ARTICLE VI

The street address of the initial registered office of the Corporation is the same address as the Corporation's principal office. The name of the initial registered agent of the Corporation and his address is:

Richard F. Joyce III
The Law Firm of Encinosa & Joyce, P.A.
111 NE First Street, Ninth Floor
Miami, Florida 33132
(305) 379-5090

ARTICLE VII

The management and exercise of corporate powers is to be carried on by the below named officers and shareholders of this Corporation:

WILLIAM M. D'SCOTT - President
JOHN VENABLES - Treasurer
ANTHONY SERRANO - Secretary

ARTICLE VIII

The shareholders reserve the right to fix any compensation for an officer and/or

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agent named to carry on the business of the Corporation.

ARTICLE IX

The Corporation may indemnify and hold harmless any and all officer(s) to the full extent permitted by law.

ARTICLE X

The Corporation shall not have a Board of Directors as permitted by Section 607.0732 of the Florida Statutes. Any action required or permitted to be taken by any two (2) officers or shareholders under any provision of law shall bind the Corporation.

ARTICLE XI

The shareholders of the Corporation shall adopt By-Laws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders subject to the procedure set forth in the By Laws.

ARTICLE XII

The name and address of the person signing the Articles of Incorporation solely as the Incorporator is: RICHARD F. JOYCE III, The Law Firm of Encinosa & Joyce, P.A., 111 NE First Street, Ninth Floor, Miami, Florida 33132, Tel. (305) 379-5090.

ARTICLE XIII

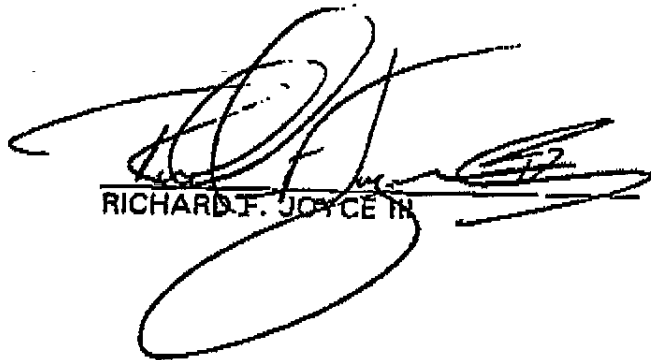
The shareholder(s) expressly reserve the right to dissent to any merger.

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Articles of Incorporation
Tourist Information Display Systems, Inc.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on
April 30, 1998.

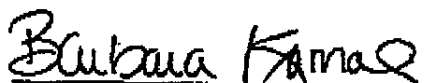

RICHARD F. JOYCE III

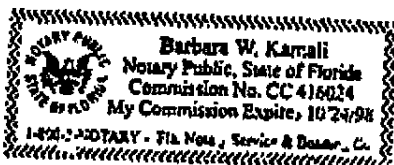
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,
RICHARD F. JOYCE III who is personally known to me and who executed the
foregoing Certificate of Incorporation of TOURIST INFORMATION DISPLAY SYSTEMS,
INC., and who has acknowledged before me that he has executed the same for the
uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on April 30, 1998.


BARBARA W. KAMALI
Notary Public, State of Florida



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Articles of Incorporation
Tourist Information Display Systems, Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
THE AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That TOURIST INFORMATION DISPLAY SYSTEMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5040 NW 7th Street, Suite 430, Miami, FL 33126, has named, RICHARD F. JOYCE III, located at The Law Firm of Encinosa & Joyce, P.A., 111 NE First Street, Ninth Floor, Miami, Florida 33132; as its Agent to accept service of process within Florida.

DATED: April 30, 1997.

TOURIST INFORMATION DISPLAY SYSTEMS, INC.

By:

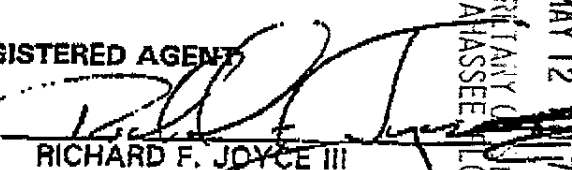

RICHARD F. JOYCE III, Incorporator

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 provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 30, 1998.

REGISTERED AGENT

By:


RICHARD F. JOYCE III
The Law Firm of Encinosa & Joyce, P.A.
111 NE First Street, Ninth Floor
Miami, Florida 33132
Tel. (305) 379-5090

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98 MAY 12 11:44
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