

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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*Profit*

1.) Six ~~Stars~~ Faces Billboard, Inc.  
(CORPORATE NAME & DOCUMENT #)

**EFFECTIVE DATE**  
7-23-98

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**FILED**  
98 JUL 24 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
98 JUL 24 AM 12:01  
DIVISION OF CORPORATIONS

**SPECIAL INSTRUCTIONS**

*P. Hall*

JUL 24 1998

*(Handwritten circle with 'S')*

"When you need ACCESS to the world"

**CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!**

**Articles of Incorporation**  
**of**  
**SIX FACES BILLBOARD, INC.**

**FILED**  
98 JUL 24 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State of  
Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

**SIX FACES BILLBOARD, INC.**

EFFECTIVE DATE

7-23-98

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

c/o KTG&S Registered Agent Corporation  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence on July~~25~~, 1998. This Corporation shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

KTG&S Registered Agent Corporation  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE VI. BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

**ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

KTG&S Registered Agent Corporation  
100 S.E. 2nd Street  
28th Floor  
Miami, Florida 33131

**ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

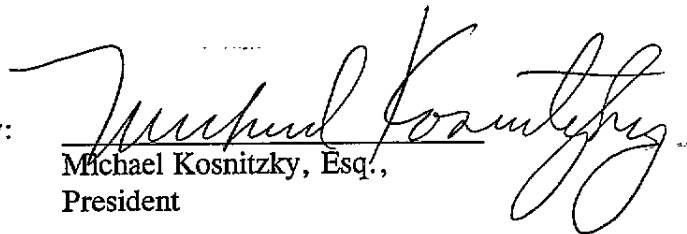
**ARTICLE IX. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of July 23, 1998.

KTG&S Registered Agent Corporation

By:

  
Michael Kosnitzky, Esq.,  
President

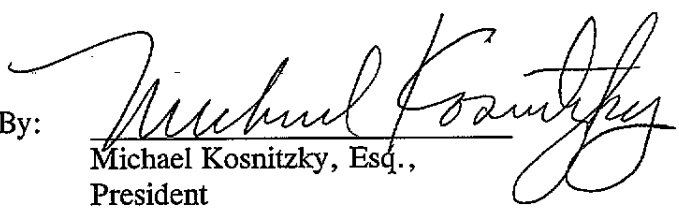
**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of SIX FACES BILLBOARD, INC. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S Registered Agent Corporation

By:

  
Michael Kosnitzky, Esq.,  
President

Dated: July ~~28~~, 1998

FILED  
98 JUL 24 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA