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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/01/98--01026--003
****131.25 *****87.50

SUBJECT: Compass Outdoor Advertising, Inc.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$131.25 - Filing Fee, Certified Copy & Certificate

FROM:

Robert F. Blackford
3204 S.E. Otis Lane
Port St. Lucie, Florida 34984
561-785-6390

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NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
FOR
Compass Outdoor Advertising, Inc.**

ARTICLE I. NAME:

The name of the Corporation shall be:

Compass Outdoor Advertising, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS:

The Principal place of Business of the Corporation shall:

3204 S.E. Otis Lane
Port St. Lucie, Florida 34984

ARTICLE III. INITIAL MEMBERS:

The initial Members of the Company are Robert F. Blackford who shall own 50% membership interest and Daniel R. Blackford who shall own 50% membership interest.

ARTICLE IV. NUMBER OF SHARES OF STOCK:

Initially, the total authorized capital stock of the corporation shall be One Hundred (100) shares of stock.

ARTICLE V. REGISTERED AGENT:

The Registered Agent of the corporation shall be located in the state of Florida, County of St. Lucie, and City of Port St. Lucie at the following address:

Robert F. Blackford
3204 S.E. Otis Lane
Port St. Lucie, Florida 34984

ARTICLE VI. INCORPORATOR:

The name and address of the Incorporator of this corporation is as follows:

Robert F. Blackford
3204 S.E. Otis Lane
Port St. Lucie, Florida 34984

ARTICLE VII. BOARD OF DIRECTORS:

The Governing Board of the Corporation shall be denominated the "Board of Directors" therefore, and shall initially be composed of two individuals who so be denominated "Director" of the Corporation, with the mailing address listed heron as:

Robert F. Blackford
3204 S.E. Otis Lane
Port St. Lucie, Florida 34984

Daniel R. Blackford
3204 S.E. Otis Lane
Port St. Lucie, Florida 34984

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ARTICLE VIII. POWER OF BOARD OF DIRECTORS:

The Board of Directors of the Corporation is specifically granted by these Articles of Incorporation all powers permitted to be vested in the Board of Directors of the Corporation by the provisions of all applicable Florida Statutes including, but not limited to, the powers to fix and determine designations, rights (with respect to voting redemption, sale, or otherwise), or other variations of each class or series within each class of stock issued by the corporation; to issue rights, options, or warrants to purchase shares of any class or series with any class of the capital stock of the Corporation under any terms and conditions deemed proper by said Board of Directors, to fix dividends and to determine their proper distribution (and order of distribution) among the holders of the various classes of capital stock of the Corporation; to require the redemption of fractional shares of stock of any class or series and to issue payment in cash for such fractional shares of stock of any class, or to permit a holder of a fractional share to retain such interest; to permit conversion of any class or series of stock into stock of any other class or series, with any consideration deemed to be appropriate or with no consideration at all, to make any share belonging to a Special or Preferred class or series of stock subject to redemption at such times and prices, or issued in such series with such designation, preferences, and relative, participating, options, or other special rights, or qualifications, limitations, or restrictions thereof, as shall be determined by the Board of Directors; to change the par value of the shares of any class or series, so long as the change is accompanied by the filing of appropriate amendments with Florida authorities; to change the form of Common stock voting for the Governing Board from noncumulative, which shall be the form of voting at the outset, to cumulative; to exchange shares of any class or series of voting at the outset, to cumulative; to exchange shares of any class or series at anytime for shares, assets, or business of any other Corporation, or for the assets or business of any private company however organized; to authorize and issue dividends at any time in any form including, but not limited to, warrants, options, or rights to purchase shares of any class or series of stock as authorized by the Board of directors, cash, shares of any class or series, or ownership, however denominated, in any Company or Corporation "spun-off" by this Corporation without regard to its business purpose, to authorize of or merger with any business or Company, however organized, on any terms determined to be prudent by the Board of directors; or within the limitations of State and Federal law, to permit or restrict the free-tradability of the shares of any class or series of shares at the time of the issuance thereof.

ARTICLE IX. NON-ASSESSABILITY FOR CORPORATION DEBTS:

After the amount of the subscription, price, the purchase price, or the par value of the stock of any class or series is paid into the Corporation owners or holders of shares of any stock in the Corporation may never be assessed to pay the debts of the Corporation.

ARTICLE X. CORPORATE POWERS:

The Corporation wishes to assert all possible powers exercisable by it as a Corporation or as an individual under the laws of the State of Florida including , but not limited to any power to, any posers to create, define, limit, or regulate in any permitted area; any powers to own, trademark, patent, or govern its own business products or affairs; any powers to act in any business name under which it may legally operate; and any powers to accrue, automatically such additional or new powers as may be prescribed by any Federal or State Statute which may be enacted now or in the future.

ARTICLE XI. LIABILITY OF DIRECTORS:

As fully as possible under the laws of the State of Florida as they now exist and as they may from time to time be revised, the Corporation intends that Directors be protected from legal action by stockholders or to other persons (natural or otherwise) on account of service as Directors of the Corporation. A Director shall not be liable for damages for actions of the Corporation to stockholders or to any other person (natural or otherwise) unless such Director engaged in personal fraud affecting such action or actions of the Corporation.

ARTICLE XII. LIABILITY OF OFFICERS:

As fully as possible under the laws of the State of Florida as they now exist and as they may from time to time be revised, the Corporation intends that its Officers be protected from legal action by stockholders or to other persons (natural or otherwise) on account of service as Officers of the Corporation. An Officer may not be liable for damages for actions of the Corporation to stockholders or to any other person (natural or otherwise) unless such Officer engaged in personal fraud affecting such action or actions of the Corporation.

ARTICLE XIII. DURATION:

The duration of the Corporation shall be perpetual.

Compass Outdoor Advertising, Inc.

Incorporator:

By: 
Robert F. Blackford

Its: PRESIDENT

Date: 9-28-98

DESIGNATION OF REGISTERED AGENT


1. The name of the limited liability company is Compass Outdoor Advertising, Inc.
2. The name and address of the registered agent and office is:

Robert F. Blackford

3204 S. E. Otis Lane

Port St. Lucie, Florida 34984

Having been named 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.


Robert F. Blackford

9-28-98

Date

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