

MILLER AND HEIL, P.A.

ATTORNEYS AT LAW

BRENT C. MILLER
Licensed in Florida and Illinois

DAVID R. HEIL
Board Certified Civil Trial Lawyer

Reply to: Winter Park Office

P99 000000116

December 22, 1998

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

Re: Above and Beyond Sign, Inc.

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-12/31/98--01054--008
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Above and Beyond Sign, Inc., as well as a check in the amount of \$78.75. Please provide a certified copy of the Articles of Incorporation for Above and Beyond Sign, Inc. and forward to this office.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

MILLER AND HEIL, P.A.

Brent C. Miller

BCM:sjs
Enclosure
cc: Mr. Dexter Fairclough

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICES

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ARTICLES OF INCORPORATION
OF
ABOVE AND BEYOND SIGN, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned having the intention of forming a corporation pursuant to the Florida Corporation Act, adopt the following Articles of Incorporation and for such corporation:

ARTICLE I - NAME

The name of this corporation is ABOVE AND BEYOND SIGN, INC.

ARTICLE II - DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the following purposes:

(a) to engage in the business of designing, constructing and painting various types of signage and to carry on services incident thereto.

(b) to own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of capital stock, which shall be designated Common Shares with a par value of one cent (\$.01). Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable. Capital stock shall be issued only to individuals who are duly licensed to practice law in the State of Florida.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2651 Azalea Drive, Longwood, Florida, 32779, and the name of the initial registered agent of this corporation at that address is Ronald Seyk.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be two (2).

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The names and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Dexter Fairclough and
18139 Hollister Road
Orlando, Florida

Ronald Seyk
2651 Azalea
Longwood, Florida 32779

ARTICLE VIII - INCORPORATION

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

Dexter Fairclough 18139 Hollister Road
Orlando, Florida

ARTICLE IX - BY-LAWS

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former office or director, to the full extent permitted by the Florida General Corporation Act.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto provided that said amendment is unanimously approved by all shareholders of the corporation and so long as such amendment is not inconsistent with the Florida Professional Service Corporation Act, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XII - CORPORATE OFFICE

The principal office of the corporation is located at 2651 Azalea Drive, Longwood, Florida, 32779.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Longwood, Seminole County, Florida, this 25 day of November, 1998.


DEXTER FAIRCLOUGH

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared DEXTER FAIRCLOUGH, who is personally known to me and who did taken an oath and he acknowledged before me that he read and executed these Articles of Incorporation and that the facts contained therein are true and correct.




NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES: 12-03-2000

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I

hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Ronald A. Seyk
Ronald Seyk
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA