

MATEER & HARBERT, P.A.
ATTORNEYS AT LAW

WILLIAM G. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES B. BOGNER
W. SCOTT GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
DAVID C. WILLIS
KURT E. THALWITZER
RICHARD L. ALLEN, JR.
THOMAS R. HARBERT
MICHAEL A. PAASCH
DONALD R. HENDERSON
BRADLEY D. BLSTONE

POST OFFICE BOX 2854
SUITE 600, TWO LANDMARK CENTER
225 E. ROBINSON STREET
ORLANDO, FLORIDA 32802-2854

TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2016

E-MAIL ADDRESS
jlussier@mateerharbert.com

DIRECT LINE
(407) 418-1313 Ext. 127

MILDRED BEAM-RUCKER
SUSAN NEISWENDER BLACK
KAREN M. WILLIAMS
BRIAN L. WAGNER

OF COUNSEL
LANDIS & KANE, P.A.
DAVID M. LANDIS
JON E. KANE
DAVID F. TEGELER

April 14, 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314-6327

Re: Bressler Outdoor Advertising, Inc.

Dear Sir or Madam:

Enclosed is a check in the amount of \$122.50 in connection with the above corporation for the following:

| | |
|----------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL | \$122.50 |

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Thank you for your assistance in this matter. Please contact me if you have any questions.

Very truly yours,

Jim Lussier

James R. Lussier

JRL:pd

Enclosures

cc: David Bressler (w/encl.)

300002841913--0
-04/16/99--01048--011
****122.50 *****78.75

FILED
99 APR 16 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
4-19-99
5

ARTICLES OF INCORPORATION
OF
BRESSLER OUTDOOR ADVERTISING, INC.

FILED
99 APR 16 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is Bressler Outdoor Advertising, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 9419 Belmont Terrace, Oviedo, Florida 32765. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James R. Lussier.

ARTICLE V

The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and

address of the Director is:

Name

Address

David E. Bressler

9419 Belmont Terrace, Oviedo, FL
32765

ARTICLE VI

The name and address of the subscriber is David E. Bressler, 9419 Belmont Terrace, Oviedo, Florida 32765.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: April 14, 1999.



DAVID E. BRESSLER

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 14, 1999, by
DAVID E. BRESSLER. he is personally known to me or has produced
_____ (type of identification) as identification.

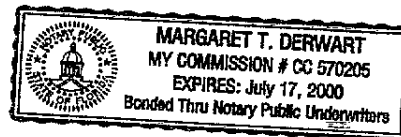
Margaret T. Derwart
Name: Margaret T. Derwart
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires: _____

7/17/2000




CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BRESSLER OUTDOOR ADVERTISING, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 9419 Belmont Terrace, Oviedo, Florida 32765, Seminole County, State of Florida, has named James R. Lussier as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.


JAMES R. LUSSIER
(Registered Agent)

FILED
99 APR 16 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA