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February 22, 2000

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

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*****43.75 *****43.75

Re: Bressler Outdoor Advertising, Inc.

Dear Sir or Madam:

Enclosed is the original and a copy of Articles of Amendment to Articles of Incorporation of Bressler Outdoor Advertising, Inc., along with my firm check in the amount of \$43,750. Please file the Articles of Amendment and return a certified copy to me. Thank you for your assistance in this matter. Please contact me if you have any questions.

Very truly yours,

Jim

James R. Lussier

JRL:pd
Enclosures
cc: David Bressler (w/o encl.)

FILED
FEB 25 PM 1:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

P99000035517
Amend CM
Bressler
2-25-00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRESSLER OUTDOOR ADVERTISING, INC.**

Article III of the Articles of Incorporation of BRESSLER OUTDOOR ADVERTISING, INC. was amended by the Corporation's sole Shareholder on October 1, 1999. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the Corporation is BRESSLER OUTDOOR ADVERTISING, INC.
2. Article III of the Articles of Incorporation of BRESSLER OUTDOOR ADVERTISING, INC. is amended in its entirety to read as follows:

The Corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the Corporation and may create optional rights to purchase or subscribe for shares of stock of the Corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable. The Corporation may provide for preemptive rights in favor of certain or all shareholders, in written agreements duly adopted by the Board, which may include rights the same as or different from those provided for by section 607.0630, Florida Statutes.

The Corporation shall have two types of common stock – Class A voting stock, and Class B non-voting stock. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 1,000,000 shares, each share having \$.10 par value. One half, or 500,000 shares, may be issued as Class A voting shares, and one half, or 500,000 shares, may be issued as Class B non-voting shares. The attributes of each type are identical, as set out below, except that Class B shall be non-voting:

Class A voting shares are shares of common stock with all rights attributable thereto, including voting rights of one vote per share, and a pro rata right to distribution of the assets of the Corporation upon dissolution.

Class B non-voting shares are shares of common stock with all rights attributable thereto, including a pro rata right to distribution of the assets of the Corporation upon dissolution, except that Class B shares shall be non-voting shares. The limitation on voting rights shall be noted on the reverse of each Class B share certificate.

3. The foregoing amendment to Articles of Incorporation was duly and unanimously adopted by the sole Shareholder on October 1, 1999, pursuant to Section 607.1003, as permitted by the laws of the State of Florida.

In witness whereof, the undersigned President of BRESSLER OUTDOOR ADVERTISING, INC. has executed these Articles of Amendment on October 1, 1999.


DAVID E. BRESSLER, President

FILED
00 FEB 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA