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REFERENCE : 722861 6471A

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 7, 2000

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ORDER NO. : 722861-005

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CUSTOMER NO: 6471A

CUSTOMER: James B. Bogner, Esq
Mateer & Harbert, P.a.
P. O. Box 2854

Orlando, FL 32802-2854

DOMESTIC AMENDMENT FILING

NAME: BRESSLER OUTDOOR ADVERTISING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
JUN - 7 AM 11:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten initials N.C.

JUN 07 2000

cc

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

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

FILED
00 JUN -7 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I and Article III of the Articles of Incorporation of BRESSLER OUTDOOR ADVERTISING, INC. were amended by unanimous vote of the Corporation's Shareholders on June 5, 2000. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the Corporation, as stated in Article I of the Articles of Incorporation, is changed to BRESSLER OUTDOOR MANAGEMENT GROUP, INC.

2. Article III of the Articles of Incorporation of BRESSLER OUTDOOR MANAGEMENT GROUP, 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 2,000,000 shares, each share having \$.10 par value. One half, or 1,000,000 shares, may be issued as Class A voting shares, and one half, or 1,000,000 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 amendments to Articles of Incorporation were recommended by the Board of Directors and duly approved by the voting shareholders, by sufficient votes for approval, and separately approved by the non-voting shareholders (pursuant to Section 607.1004(4)), by sufficient vote for approval, on June 5, 2000 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 June 5, 2000.


DAVID E. BRESSLER, President