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BILLBOARDS USA, INC.
2830 N. 28TH TERRACE
HOLLYWOOD, FLORIDA 33020

August 17, 1999

State of Florida
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

Gentlemen:

Enclosed are the following regarding the incorporation of
BILLBOARDS USA, INC.

1. Articles of Incorporation
2. Check for \$ 78.75

Please notify me if there are any problems.

Very truly yours,

ROBERT ROSE

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*****78.75 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Billboards USA , INC.**

The undersigned incorporators make, subscribe, acknowledge and file with the Department of State of the State of Florida these articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: Billboards USA, Inc.

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence as of the date of filing of these ARTICLES.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE IV - CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$.50 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation is: Billboards USA, Inc., 2830 N. 28th Terrace, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation is Robert S. Rose.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of three. The selection, addition, or removal of directors requires the vote of one hundred (100%) percent of the shareholders of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and street addresses of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jon J. Mark	980 S.W. 70th Ave., Plantation, FL 33317
Robert S. Rose	3300 NE 192 nd St., Aventura, FL 33180
Keith Kenner	550 Jefferson Drive, #105, Deerfield Beach, FL 33442

ARTICLE VIII - INCORPORATORS

The name and street addresses of the incorporators and their subscription interests are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>SHARES OF STOCK</u>
Jon J. Mark	980 S.W. 70th Ave., Plantation, FL 33317	1000 (one thousand)
Robert S. Rose	3300 NE 192 nd St. Aventura, FL 33180	1000 (one thousand)
Keith Kenner	550 Jefferson Drive, #105, Deerfield Beach, FL33442	1000 (one thousand)

ARTICLE IX - BY LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors and require a unanimous vote.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any office or director, or any former officer or director, to the full extend permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal by unanimous vote of shareholders any provision contained in these Articles or any amendment hereto, any right conferred upon the Shareholders is subject to this agreement.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED,
AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes; Financial Marketing Systems, Inc., a corporation organized (organizing) under the laws of the State of Florida with its principal office at 2830 N. 28th Terrace, Hollywood, Florida 33020, Broward, State of Florida, has named Robert S. Rose, located at 2830 N. 28th Terrace, Hollywood, Florida 33020, State of Florida, as its agent to accept service of process within this State.

BY: 

Corporate Officer - Robert Rose, President

BY: 

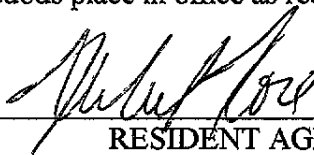
Corporate Officer, Keith Kenner, Executive Vice President

BY: 

Corporate Officer, Jon Mark, Executive Vice President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.



RESIDENT AGENT

Robert S. Rose, Billboards USA, Inc.

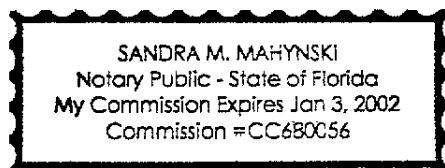
STATE OF FLORIDA

COUNTRY OF BROWARD

Before me, personally appeared Robert S. Rose to me well known and known to me to be the individual described as president and who executed the foregoing, and acknowledged before me that he executed the same for the purposed therein expressed.

WITNESS my hand and official seal in the County and State named above this day

6/28/99.




Notary Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA