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August 31, 1999

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

FILED
99 SEP -2 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: KINGSTON SIGN CORPORATION

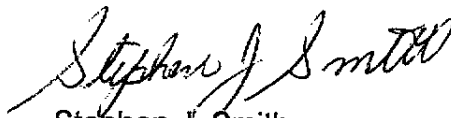
Dear State Representative:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$87.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please mail the Certified Copy to me at 374 N. Suncoast Blvd, Crystal River, FL 34429.

Sincerely,



Stephen J. Smith
KINGSTON SIGN CORPORATION
374 N. Suncoast Blvd
Crystal River, FL 34429

Encl (7)

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**ARTICLES OF INCORPORATION
OF
KINGSTON SIGN CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the Florida Business Corporation Act.

ARTICLE 1 - NAME AND ADDRESS

The name and address of the corporation shall be:

**KINGSTON SIGN CORPORATION
374 N. SUNCOAST BLVD
CRYSTAL RIVER FL 34429**

ARTICLE II - TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence is shall be immediately upon the filing of such Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - BUSINESS AND ACTIVITIES

This corporation may engage or transact in any or all lawful activities or business under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of 1.00 per share.

B. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE V - LIABILITY

No officer, director or shareholder shall be personally liable for any debts of this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address in Florida of the corporation's initial registered office and the name of its initial Registered Agent is: **Stephen J. Smith, 374 N. Suncoast Blvd, Crystal River, FL 34429.**

ARTICLE VII - DIRECTORS

A. The initial number of Directors of this Corporation shall be one, whose name and address is:

STEPHEN J. SMITH 4983 W. Pinto, Beverly Hills, FL 34465

B. The number of Directors may be either increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing these Articles is:

Stephen J. Smith, 374 N. Suncoast Blvd, Crystal River, FL 34429

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLES XI - BY LAWS

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 30th day of August 1999.



Stephen J. Smith

STATE OF FLORIDA
COUNTY OF CITRUS

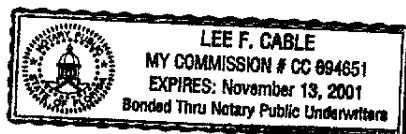
BEFORE ME, a Notary Public authorized in the State and County set forth above,
personally appears Stephen J. Smith who has produced Identification Florida Drivers
Licence # S530-790-43-175-0 to be the person who executed the foregoing Articles
of Incorporation, and who acknowledged before me that he executed these Articles of
Incorporation.

WITNESS MY HAND and official seal on this 30th day of August 1999.



NOTARY PUBLIC

My commission Expires:
November 13, 2001



SEAL

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
KINGSTON SIGN CORPORATION**

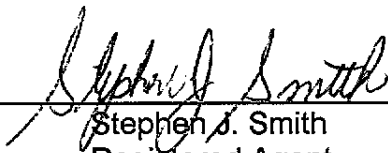
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 607.0501 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 374 N. Suncoast Blvd, Crystal River, FL 34429 has named Stephen J. Smith located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Stephen J. Smith
Registered Agent