SYFRETT & DYKES

LAW OFFICES, P.A.

311 MAGNOUA AVENUE

SECURITY OF COLUMN STATE OF COLUMN STA

RAYMOND L. SYFRETT DOUGLAS B. DYKES* CLAYTON R. SYFRETT* JOHN P. KAPP**

TEL: (850) 785-3400 FAX: (850) 872-8234

*ALSO ADMITTED IN ALABAMA

** OF COUNSEL, ADMITTED IN FLORIDA, VIRGINIA, NORTH CAROLINA

September 16, 1999

P.O. BOX 1186
PANAMA CITY, FLORIDA 32402-1186

Division of Corporations
Attention: Articles of Incorporation Section
Post Office Box 6327

Tallahassee, FL 32314

(850) 487-6052

000002990050--3 -09/17/99--01078--004 *****78.75 ******78.75

EFFECTIVE DATE

RE: FILING ARTICLES OF INCORPORATION FOR ELEVATOR ADVERTISEMENTS, INC.

Dear Sir or Madam:

Please find enclosed the Original and One Copy of the Articles of Incorporation for the above-referenced corporation. Your check for \$78.75 made payable to the Florida Department of State to cover all filing fees is also enclosed. Please certify the copy of the Articles of Incorporation and return it to me at the address above as soon as possible.

Thank you very much for your time and attention to this matter. Please do not hesitate to call the office if you have any questions.

Sincerely

Douglas B. Dykes, Esq.

DBD/lab Enclosures as stated

ARTICLES OF INCORPORATION

OF

FILED

99 SEP 17 PM 6:41

SECRETARY OF STATE
TALLAMASSEE, FLORIDA



ELEVATOR ADVERTISEMENTS, INC.

Article I - Name

The name of this corporation is ELEVATOR ADVERTISEMENTS, INC.

Article II - Address

The mailing address of the principal office of this corporation is 2503 W. 10TH ST., SUITE C., PANAMA CITY, FLORIDA 32401.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as S-Corporation stock in accordance with a plan or plans under the applicable provisions of the Tax Reform Act of 1986.

<u>Article VI - Preferences, Limitations and Relative Rights of Shares of Capital Stock</u>

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2503 W. 10TH ST., SUITE C., PANAMA CITY, FLORIDA 32401, and the name of the initial registered resident agent of this corporation at that address is COY A. CHRISTMAS.

Article IX - Initial Board of Directors and Officers

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director and officers of this corporation is as follows:

Director/President is COY A. CHRISTMAS.

Vice President is SUSAN L. WATSON.

Secretary is COY A. CHRISTMAS

Treasurer is WILLIAM C. CHRISTMAS.

Article X - Incorporator

The name and address of the person signing these Articles is: COY A. CHRISTMAS.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names:

COY A. CHRISTMAS

1000 shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal

among any number of such candidates.

Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

<u>Article XVI - Management of Corporation by Shareholders</u>

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XX - Indemnification

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this log day of Sephenber 1999.

Signature of Incorporator

Print name of incorporator

STATE OF FLORIDA COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth_above,

personally appeared COY A. CHRISTMAS, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

SWORN TO AND SUBSCRIBED before	
	RISTMAS.
DOUGLAS B. DYKES MY COMMISSION # CC 819841 EXPIRES, May 8, 2003 Sonded Thru Notary Public Underwriters	1815
Notary Public printed name	Notary Public signature
My commission expires: $\frac{5/8}{2003}$	Notary Number: <u>CC8/984/</u>
Personally Known	Produced Identification
Type of Identification Produced FL Pou. Lange	

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF SEP 17 PM 6:42

DOMICILE FOR THE SERVICE OF PROCESS WITHIN

FLORIDA, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

FILED

FILED

FILED

6:42

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ELEVATOR ADVERTISEMENTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Panama City, State of Florida, has named COY A. CHRISTMAS located at 2503 W. 10th St., Suite C., Panama City, Florida 32401, as its agent to accept service of process within Florida.

CORPORATE OFFICER

Title _ Persidue

Date _____9/6/99

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT

Date

9/16/9