

GERALD W. ADAMS
ATTORNEY AT LAW

MM 25
BARNETT BUILDING
SUMMERLAND KEY, FL
(305) 744-3399

P99000093219

FASCIMILE: October 18, 1999

305-744-0222

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*****75.00 *****75.00

MAIL TO:

Secretary of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

POB 420008
Summerland Key
Florida 33042

Re: City Signs of Key West, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the corporation referenced above, along with two copies and a check in the amount of \$75.00. Please execute the Articles of Incorporation and return the appropriate copy to P.O. Box 420008, Summerland Key, FL 33042.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,



Gerald W. Adams, Esquire
dcs

FILED
99 OCT 19 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEARCH OCT 22 1999

ARTICLES OF INCORPORATION
OF
CITY SIGNS OF KEY WEST, INC.

FILED

99 OCT 19 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the Incorporator(s) form a corporation under Florida law.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is: CITY SIGNS OF KEY WEST, INC., with its principal place of business:

29165 Clover Ln., Big Pine Key, FL 33043

ARTICLE II

PURPOSE

The purpose for which this corporation is organized is to conduct any and all business for any and all purposes permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

DURATION

This corporation shall exist perpetually.

ARTICLE V

OFFICERS

(a) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers serve until the next annual meeting of the Board of Directors unless removed earlier in accordance with the bylaws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

PRESIDENT/SECRETARY/DIRECTOR

RUSSELL R. GIARRAPUTO

ARTICLE VI

DIRECTORS

The corporation shall have one (1) directors. The number of directors shall be prescribed in the bylaws from time to time as adopted by the members. The names and addresses of the director(s) who shall serve until the first election, are as follows:

NAME

ADDRESS

RUSSELL R. GIARRAPUTO

29165 Clover Ln., Big Pine Key, FL 33043

ARTICLE VII

INCORPORATOR

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

RUSSELL R. GIARRAPUTO, 29165 Clover Ln., Big Pine Key, FL 33043

ARTICLE VIII

BY LAWS

The bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The initial resident agent for this corporation shall be: GERALD W. ADAMS, 25000 Overseas Hwy., Summerland Key, FL 33042.

ARTICLE X

AMENDMENTS

An amendment to these articles may be proposed by the Board of Directors and shall be adopted by the Board of Directors by the affirmative vote of at least two thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation this 18 day of October, 1999.

Gerald Adams

SUBSCRIBER/GERALD W. ADAMS

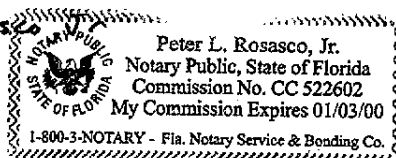
STATE OF FLORIDA

COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 18 day of October

1998, by GERALD W. ADAMS, an individual personally known to me, or who provided personally provided as identification.

Peter L. Rosasco, Jr.
Notary Public
Printed name Peter L. Rosasco
Commission #
My Commission Expires:



AFFIDAVIT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Gerald Adams

GERALD W. ADAMS

STATE OF FLORIDA

COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 18 day of October

1998, by GERALD W. ADAMS, an individual personally known to me, or who provided

personal driver as identification.

Peter L. Rosasco, Jr.

Notary Public

Printed name Peter L. Rosasco, Jr.

Commission # _____

My Commission Expires: _____

