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KATHY PROSSER

707 South First Street, Unit 302
Jacksonville Beach, Florida 32250
(904 241-2924

November 17, 1999

Corporation Filing Section
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

000003051140--6
-11/22/99--01100--008
*****70.00 *****70.00

Re: RIVER CITY ADVERTISING, INC.

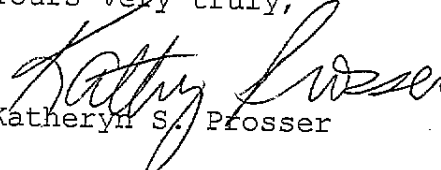
Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Incorporation and check to Department of State in the amount of \$70.00.

Please return one copy of the Articles to me after filing. I am enclosing a stamped, self-addressed envelope.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,


Katheryn S. Prosser

99 NOV 22 PM 12:48
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. Burch NOV 29 1999

ARTICLES OF INCORPORATION
OF
RIVER CITY ADVERTISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: The name of this corporation is RIVER CITY ADVERTISING, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at, 3514 Morton Street, Jacksonville, Florida 32217. The name and address of the corporation's initial registered agent are MARVIN V. DUPREE, 1511 Penman Road, Suite C, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have (1) member on the Board of Directors. The corporation shall have the authority to operate with not less than one member on the Board of Directors. The following is the name and address of the initial member of the Board of Directors:

RONALD F. BOWKER
3514 Morton Street
Jacksonville, Florida 32217

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

MARVIN V. DUPREE
1511 Penman Road, Suite C
Jacksonville Beach, Florida 32250.

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

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the

approval of the shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: The 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 a majority of the stock entitled to vote thereon unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original MARVIN V. DUPREE named herein for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his/her hand and seal this 7th day of November, 1999.

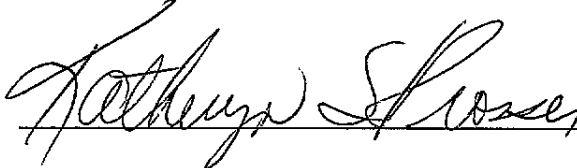

MARVIN V. DUPREE (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by MARVIN V. DUPREE, who ~~X~~ is personally known to me or presented a Florida driver's license or as identification, and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 17th day of November, 1999.

NOTARY PUBLIC





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that RIVER CITY ADVERTISING, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 3514 Morton Street, Jacksonville, Florida 32217, County of Duval, State of Florida, as indicated in the Articles of Incorporation, has named MARVIN V. DUPREE, 1511 Penman Road, Suite C, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

Dated November 17, 1999


MARVIN V. DUPREE

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CLERK OF COURT
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated November 17, 1999


MARVIN V. DUPREE