

P99000110247



ACCOUNT NO. : 072100000032

REFERENCE : 527626 4327278

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1999

ORDER TIME : 1:01 PM

ORDER NO. : 527626-005

CUSTOMER NO: 4327278

CUSTOMER: Charles R. Elkins, II, Esq
Kean, Miller, Hawthorne,
One American Place 22nd Fl.
P.O. Box 3513
Baton Rouge, LA 70802

FILED
99 DEC 23 PM 4:31
TALLAHASSEE, FLORIDA

700003079607--5
-12/23/99--01056--022
*****78.75 *****78.75

ARTICLES OF MERGER

BOA OF COLUMBIA, INC.

700003079607--5
-12/23/99--01056--022
*****78.75 *****78.75

INTO

LAMAR FLORIDA, INC.

Merger
12-28-99
JWS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
99 DEC 23 PM 2:26
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 23 PM 2:26

FILED

99 DEC 23 PM 4: 31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

BOA OF COLUMBIA, INC., a Florida corporation, P99000102779

INTO

LAMAR FLORIDA, INC., a Florida entity, P99000110247

File date: December 23, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER OF BOA OF COLUMBIA, INC. INTO
LAMAR FLORIDA, INC.

The undersigned, being the officers of BOA of Columbia, Inc., a Florida corporation, and Lamar Florida, Inc., a Florida corporation, authorized and required by Florida Statutes Section 607.1105, to execute these Articles of Merger, do hereby execute this document intending to comply with the requirements of Florida Statutes Section 607.1101 - 1105. It is therefore stated:

FIRST: On December 21, 1999 the following "Plan of Merger" was approved by the board of directors and shareholders of each of the undersigned corporations in the manner prescribed by Florida Statutes Section 607.1103:

1.1 Names of Corporations to Merge. The names of the corporations to merge are BOA of Columbia, Inc. and Lamar Florida, Inc. (collectively, the "Constituent Corporations").

1.2 Name of Surviving Corporation. The name of the corporation into which such corporations shall be merged and which shall survive the Merger is "Lamar Florida, Inc." (hereinafter sometimes referred to as the "Surviving Corporation").

1.3 Terms of the Merger. Upon filing of Articles of Merger with the Department of State of Florida, BOA of Columbia, Inc. shall be merged with and into Lamar Florida, Inc. and the separate existence of BOA of Columbia, Inc. shall cease. The Constituent Corporations shall therefrom become a single corporation, Lamar Florida, Inc., which shall continue its existence. The Surviving Corporation (i) shall possess all the rights, privileges, immunities and franchises of each of the Constituent Corporations; (ii) shall be vested with all property, real, personal and mixed, of the Constituent Corporations, and all debts due to the Constituent Corporations on whatever account to any of them, and all and every other interest of or belonging to the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; (iii) shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, and any claim arising or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

1.4 Articles of Incorporation. The Articles of Incorporation of Lamar Florida, Inc. shall be the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law.

1.5 By-Laws. The By-Laws of Lamar Florida, Inc. shall be the By-Laws of the Surviving corporation unless and until amended in accordance with

99 DEC 23 PM 4:31

FILED

its terms or the Articles of Incorporation of the Surviving Corporation and as provided by law.

1.6 Officers and Board of Directors. The officers of Lamar Florida, Inc. immediately prior to the merger shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified. The directors Lamar Florida, Inc. immediately prior to the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

1.7 The Manner and Basis of Converting Shares. The manner and basis of converting the shares of each of the Constituent Corporations shall be as follows:

1.7.1 Lamar Florida, Inc. Shares. The shares of common stock of Lamar Florida, Inc. outstanding immediately prior to the merger shall not be converted as a result of the merger, and shall remain outstanding as fully paid, non-assessable shares of Lamar Florida, Inc.

1.7.2 BOA of Columbia Shares. Upon the merger, each share of the common stock of BOA of Columbia, Inc. which is outstanding or held in its treasury and all rights in respect thereof, except as stated herein, shall cease to exist and shall be canceled. Shares of BOA of Columbia, Inc. issued and outstanding as of the merger shall, without any action on the part of the holders thereof, thereupon be converted into common stock of the corporate parent of Lamar Florida, Inc. as provided in that certain Merger Agreement dated as of December 21, 1999 by and between Lamar Florida, Inc., its corporate parent and BOA of Columbia, Inc.

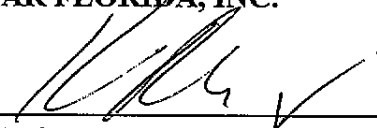
SECOND. Of the 1,000 outstanding shares of the common stock, par value of \$0.10 per share, of BOA of Columbia, Inc., entitled to vote as a class upon the agreement, on December 21, 1999 the holders of all of those shares consented to and authorized the agreement in accordance with Section 607.1103, Florida Statutes.

THIRD Of the 1,000 outstanding shares of the common stock, no par value of Lamar Florida, Inc., entitled to vote as a class upon the agreement, on December 21, 1999 the holder of all of those shares consented to and authorized the agreement in accordance with Section 607.1103, Florida Statutes.

FOURTH These Articles of Merger may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.

THESE ARTICLES OF MERGER executed by the parties hereto on the day first written above.

LAMAR FLORIDA, INC.

By: 
Kevin P. Reilly, Jr., President

Attest: 
James R. McIlwain, Secretary

BOA OF COLUMBIA, INC.

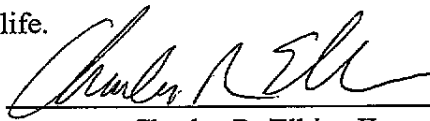
By: _____
Harkley R. Thornton, Vice President

Attest: _____
David E. Bressler, President and
Secretary

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE, to-wit:

I, Charles R. Elkins II, a Notary Public, do hereby certify that on this 22nd day of December, 1999, personally appeared before me Kevin P. Reilly, Jr., who, being by me first duly sworn, declared that he is the President of Lamar Florida, Inc., that he signed the foregoing instrument as President of the corporation, and that the statements therein contained are true.

My commission is issued for life.



Charles R. Elkins II
NOTARY PUBLIC

CHARLES R. ELKINS II
NOTARY PUBLIC
State of Louisiana
My Commission Is Issued For Life

STATE OF FLORIDA

COUNTY OF _____, to-wit:

I, _____, a Notary Public, do hereby certify that on this 23rd day of December, 1999, personally appeared before me Harkley R. Thornton who, being by me first duly sworn, declared that he is the Vice President of BOA of Columbia, Inc., that he signed the foregoing instrument as Vice-President of the corporation, and that the statements therein contained are true.

My commission expires _____.

NOTARY PUBLIC

THESE ARTICLES OF MERGER executed by the parties hereto on the day first written above.

LAMAR FLORIDA, INC.

By: _____
Kevin P. Reilly, Jr., President

Attest: _____
James R. McIlwain, Secretary

BOA OF COLUMBIA, INC.

By: Harkley R. Thornton
Harkley R. Thornton, Vice President

Attest: David E. Bressler
David E. Bressler, President and
Secretary

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE, to-wit:

I, Charles R. Elkins II, a Notary Public, do hereby certify that on this 23rd day of December, 1999, personally appeared before me Kevin P. Reilly, Jr., who, being by me first duly sworn, declared that he is the President of Lamar Florida, Inc., that he signed the foregoing instrument as President of the corporation, and that the statements therein contained are true.

My commission is issued for life.

Charles R. Elkins II
NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF Orange, to-wit:

I, James R. Lussier, a Notary Public, do hereby certify that on this 23rd day of December, 1999, personally appeared before me Harkley R. Thornton who, being by me first duly sworn, declared that he is the Vice President of BOA of Columbia, Inc., that he signed the foregoing instrument as Vice-President of the corporation, and that the statements therein contained are true.

My commission expires Dec 3, 2002.



James R. Lussier
Commission # CC 790917
Expires DEC. 3, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

James R. Lussier
NOTARY PUBLIC