



THE UNITED STATES CORPORATION COMPANY

F99000005567

ACCOUNT NO. : 072100000032
REFERENCE : 429351 164610A
AUTHORIZATION :
COST LIMIT : \$ 70.00 *Patricia Pignatelli*

ORDER DATE : October 22, 1999
ORDER TIME : 10:31 AM 800003027768-7
ORDER NO. : 429351-005
CUSTOMER NO: 164610A

CUSTOMER: Cindy Reinke, Legal Assistant
Eller Media Company
2850 East Camelback Road
Suite 300
Phoenix, AZ 85016

FILED STATE
DEPARTMENT OF CORPORATIONS
DIVISION OF CORPORATIONS
99 OCT 28 PM 2:06

FOREIGN FILINGS

5

NAME: ADSHEL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

TO
10/28/99

RECEIVED
99 OCT 28 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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STATE DEPT. OF STATE
CORPORATIONS
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1. Adshel Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 11-3095071
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 15, 1992 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 780 Third Avenue
New York, New York 10017
(Current mailing address)

8. To manufacture, maintain and sell advertising space on street furniture structures such as bus shelters, newstands, information kiosks, benches, directional signage and other public amenities. To promote the use of mass transit.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Mary Jo Kenay
(Registered agent's signature)
Mary Jo Kenay, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

96 OCT 28 PM 2: 08
STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

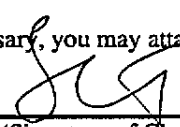
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Laura C. Toncheff, Vice President
(Typed or printed name and capacity of person signing application)

Adshel, Inc.

Directors & Officers

Karl Eller	Director, CEO	2850 E. Camelback Road, Suite 300, Phoenix, AZ 85016
Paul J. Meyer	Director, COO	2850 E. Camelback Road, Suite 300, Phoenix, AZ 85016
L. Lowry Mays	Director	200 Concord Plaza, Suite 600, San Antonio, TX 78216
Mark P. Mays	Director, Vice President	200 Concord Plaza, Suite 600, San Antonio, TX 78216
Randall T. Mays	Director	200 Concord Plaza, Suite 600, San Antonio, TX 78216
Douglas Watts	President	780 Third Avenue, 3 rd Floor, New York, NY 10017
Edward Marino	Vice President	780 Third Avenue, 3 rd Floor, New York, NY 10017
Laura C. Toncheff	Vice President, Asst. Sec.	2850 E. Camelback Road, Suite 300, Phoenix, AZ 85016
Kenneth Wyker	Secretary	200 Concord Plaza, Suite 600, San Antonio, TX 78216
Kurt Tingey	Vice President, Asst. Treas.	2850 E. Camelback Road, Suite 300, Phoenix, AZ 85016
Herbert W. Hill, Jr.	Vice President	200 Concord Plaza, Suite 600, San Antonio, TX 78216

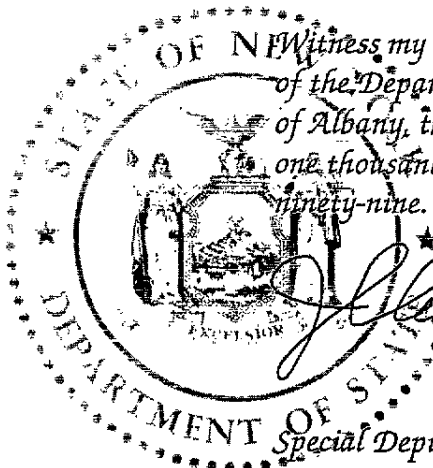
STANDARD & POOR'S
GLOBAL VOTING CORPORATION
99 OCT 28 PM 2:06

State of New York } **ss:**
Department of State

I hereby certify, that the certificate of incorporation of ADSHEL INC. was filed on 01/15/1992, under the name of SHF COMMUNICATIONS INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment SHF COMMUNICATIONS INC., changing name to ADSHEL INC., was filed 10/28/1996.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of October
in the year one thousand nine hundred and
ninety-nine.



[Signature]
Special Deputy Secretary of State

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99 OCT 28 PM 2: 06
SECRETARY OF STATE
DIVISION OF CORPORATIONS