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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Shari Cerreto
194-0240

BASIC AMENDMENT

BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amendment

9-11-00 DC

AMENDMENT TO ARTICLES OF INCORPORATION
OF
BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC.

FILED
00 SEP 11 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHEREAS, the Articles of Incorporation of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC., were filed with and approved by the Secretary of State of the State of Florida on the 31st day of October, 1989; and BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC.

WHEREAS, an Amendment to the Articles of Incorporation of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC. was filed with and approved by the Secretary of State of the State of Florida on the 2nd day of March, 1994; and

WHEREAS, it is the intention of both of the directors and the sole stockholder of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC., that the Articles of Incorporation of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by both of the directors of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC., pursuant to the provisions of Florida Statutes, Section 607.0821, on the 6th day of September, 2000; and

WHEREAS, the proposed amendment was approved and adopted by the sole stockholder comprising the only voting group of stockholders of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC.,

pursuant to the provisions of Florida Statutes, Section 607.0704,
on the 6th day of September 2000; and

WHEREAS, the approval of the Secretary of State of the State
of Florida of the proposed amendment hereinafter set forth is
hereby requested.

NOW, THEREFORE, the Articles of Incorporation of BOARDWORKS
OUTDOOR ADVERTISING COMPANY, INC. are hereby amended, by deleting
in its entirety the present Article 4 and by substituting therefor
the following, to-wit:

"ARTICLE 4. - CAPITAL STOCK

The total number of shares of capital stock authorized to be
issued by the corporation (the "Shares") shall consist of one class
only and shall be comprised of 10,000,000 shares of common capital
stock having a par value of \$.01 per share of which (i) 100,000
shares shall be designated voting shares (the "Voting Shares"),
entitling the holders thereof to one (1) vote with respect to all
matters to be properly voted on by the stockholders of the
corporation, and (ii) 9,900,000 shares shall be designated non-voting
shares (the "Non-Voting Shares"), entitling the holders thereof to
no voting rights. Each Voting Share and each Non-Voting Share
shall participate equally in all dividends paid by the corporation
and in the assets of the corporation upon its liquidation or
dissolution. All or any part of the Shares may be paid for in
cash, in property, or in labor or services actually performed for

the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC., by its President this 6th day of September, 2000.

BOARDWORKS OUTDOOR ADVERTISING
COMPANY, INC

By: [Signature]
Lawrence A. Roberts, Jr.,
President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

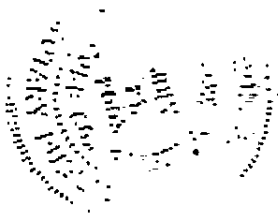
The foregoing instrument was acknowledged before me this 6th day of September, 2000, by LAWRENCE A. ROBERTS, JR., President of BOARDWORKS OUTDOOR ADVERTISING COMPANY, INC., a Florida corporation, who is personally known to me or who has produced known to me as identification.

[Signature]
Cynthia Bynum Shipman
Print Name

Notary Public

My Commission Expires:

July 28, 03



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