

P.97000105902

FedEx USA Airbill

FedEx Tracking Number

80142441483

1 From

Date 12/15/97 Sender's FedEx Account Number 1772-0969-4

Sender's Name Maria Pino Phone (305) 858-3434

Company PINO-ROCHA

Office Use Only

Address 1300 CORAL WAY, STE 300

City MIAMI State FL ZIP 33145

2 Your Internal Billing Reference Information

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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97 DEC 16 AM 10:38
STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CB
12-17-97

Examiner's Initials	
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**CERTIFICATE OF INCORPORATION
OF
FLORIDA LIGHTING & TRAFFIC SYSTEMS, INC.**

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, UNDER THE PROVISION OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, GENERALLY, AND HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME OF THE CORPORATION

THE NAME OF THIS CORPORATION SHALL BE: "FLORIDA LIGHTING & TRAFFIC SYSTEMS, INC."

ARTICLE II. NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS: TRADE, SERVICES AND TRANSACTIONS AS ALLOWED BY THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF CAPITAL STOCK AUTHORIZED TO BE ISSUED BY THIS CORPORATION SHALL BE 100 SHARES, EACH HAVING A PAR VALUE OF \$ 10.00. SAID SHARES OF STOCK SHALL ENTITLE THE HOLDER THEREOF TO ONE (1) VOTE AT ANY MEETING OF THE STOCKHOLDERS. ALL OR ANY PART OF SAID CAPITAL STOCK MAY BE PAID FOR IN CASH, IN PROPERTY, OR IN LABOR OR SERVICES AT A FAIR VALUATION TO BE FIXED BY THE INCORPORATES, OR BY THE BOARD OF DIRECTORS, AT A MEETING CALLED FOR SUCH PURPOSE. ALL STOCK WHEN ISSUED SHALL BE FULLY PAID FOR AND SHALL BE NON-ASSESSABLE.

ARTICLE IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE FIVE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V. TERM OF EXISTENCE

THE CORPORATION SHALL BE OF PERPETUAL EXISTENCE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. PRINCIPAL OFFICE

THE FOLLOWING SHALL BE THE STREET ADDRESS AND THE PRINCIPAL OFFICE OF THIS CORPORATION, BUT THE CORPORATION SHALL HAVE THE POWER TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA, AND TO ESTABLISH BRANCH OFFICES AND OTHER PLACES OF BUSINESS AT SUCH OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA THAT MAY BE DEEMED EXPEDIENT:

FLORIDA LIGHTING & TRAFFIC SYSTEMS, INC.
1300 CORAL WAY, SUITE 300
MIAMI, FLORIDA 33145

ARTICLE VII. DIRECTORS

THERE SHALL BE A BOARD OF DIRECTORS FOR THIS CORPORATION WHICH SHALL CONSIST OF TWO PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME AS DETERMINED BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN TWO. EACH SAID DIRECTOR SHALL BE OF FULL AGE AND AT LEAST ONE OF THEM SHALL BE A CITIZEN OF THE UNITED STATES. ANY DIRECTOR MAY BE REMOVED AT ANY ANNUAL OR SPECIAL MEETING OF STOCKHOLDERS CALLED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION, BY THE SAME VOTE AS THAT REQUIRED TO ELECT A DIRECTOR.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

THE NAME AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS IS AS FOLLOWS:

NAMES	ADDRESSES	OFFICE
WILLIAM PINO	102 N. PROSPECT DRIVE CORAL GABLES, FL. 33133	PRESIDENT
FABRICE PELLEGRINO	10440 S.W. 156 CT. - # 729 MIAMI, FL. 33196	TREASURER/ SECRETARY

ARTICLE IX. CONFLICT OF INTEREST

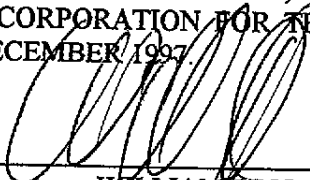
NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE OFFICERS OF THIS CORPORATION ARE PECUNIARY OR OTHERWISE INTERESTED IN, OR ARE, DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION; ANY DIRECT INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE

PECUNIARY OR OTHERWISE INTERESTED IN ANY PARTY TO, OR MAY BE PECUNIARY OR OTHERWISE INTERESTED IN ANY CONTRACT OR TRANSACTION OF THIS CORPORATION PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION OR WHO IS SO INTERESTED MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY SUCH MEETING TO THE BOARD OF DIRECTORS OF THIS CORPORATION, WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

ARTICLE X. AMENDMENT

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY THE LAWS OF THE STATE OF FLORIDA, AND ALL RIGHTS CONFERRED UPON THE STOCKHOLDERS HEREIN ARE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES STATED THEREIN THIS 15TH DAY OF DECEMBER 1997.



WILLIAM PINO
PRESIDENT



FABRICE PELLEGRINO
TREASURER/SECRETARY

STATE OF FLORIDA :
SS :
COUNTY OF DADE :

I HEREBY CERTIFY THAT THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED WILLIAM E. PINO AND FABRICE PELLEGRINO, TO ME KNOWN AS THE PERSON DESCRIBED AS THE SUBSCRIBERS IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE BEFORE ME THAT THEY SUBSCRIBE TO SAID ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE ABOVE NAMED THIS 15TH DAY OF DECEMBER 1997.

Maria Margarita Rocha

MY COMMISSION EXPIRES
NOTARY PUBLIC
STATE OF FLORIDA
My Comm Exp. 6-16-98
Bonded By Service Ins.
No. CC347283
 Personally Known Other I.D.

CERTIFICATE DESIGNATED CHANGE OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT FLORIDA LIGHTING & TRAFFIC SYSTEMS, INC. IS QUALIFIED TO DO BUSINESS UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT 1300 CORAL WAY, SUITE 300, MIAMI, FLORIDA 33145, COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED WILLIAM PINO, CURRENTLY RESIDING AT 102 N. PROSPECT DR., CORAL GABLES, FLORIDA 33133, COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: _____


WILLIAM PINO
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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