

Division of Corporations

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Division of Corporations
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FOREIGN PROFIT QUALIFICATION
TRAFFIC LOGIX CORPORATION

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DIVISION OF CORPORATION
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
JAN 27 2004

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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.

1. Traffic Logix Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0606551

(FBI number, if applicable)

4. November 18, 2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2783 W. 5th Street, Jacksonville, FL 32254

(Principal office address)

Same as above

(Current mailing address)

8. Distribution of highway safety and traffic calming solutions

(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: John Gonzalez

Office Address: 2783 W. 5th Street

Jacksonville

(City)

Florida 32254

(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.

John Gonzalez

(Registered agent's signature)

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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Louis Newman

Address: 2000 Peel St. Suite 900, Montreal, Quebec, H3A 2W5

Director: _____

Address: _____

B. OFFICERS

President: Louis Newman

Address: 2000 Peel St. Suite 900, Montreal, Quebec, H3A 2W5

Vice President: John Gonzalez

Address: 2783 W. 5th Street, Jacksonville, FL 32254

Secretary: Ben Cohen

Address: 2783 W. 5th Street, Jacksonville, FL 32254

Treasurer: Ben Cohen

Address: 2783 W. 5th Street, Jacksonville, FL 32254

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. John Gonzalez, Vice President
(Typed or printed name and capacity of person signing application)

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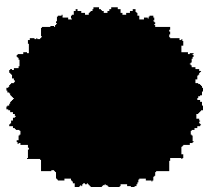
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAFFIC LOGIX CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRAFFIC LOGIX CORPORATION" WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3729017 8300

AUTHENTICATION: 2891316

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DATE: 01-27-04

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