

**CORPORATE
ACCESS,
INC.**

L99000003808

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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****285.00 ****285.00

1.) Highway Data Systems, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

① mailing address
② add'l numbers

SPECIAL INSTRUCTIONS

Name	6/25/99
Availability	DCC
Examiner	DCC
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Updater Verifier	DCC
Acknowledgement	DCC
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 25, 1999

CORPORATE ACCESS, INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: HIGHWAY DATA SYSTEMS, L.L.C.
Ref. Number: W99000014869

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We have received your document for HIGHWAY DATA SYSTEMS, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 899A00033877

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corrected
Thanks
Glinda

ARTICLES OF ORGANIZATION
OF
HIGHWAY DATA SYSTEMS, LLC

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The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be HIGHWAY DATA SYSTEMS, LLC, and its principal office and mailing address shall be 2107 North Park Avenue in the City of Winter Park, County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as provided in the Regulations.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

MANAGEMENT

Management of this limited liability company is reserved to its members as described in the Regulations. The names and addresses of the members are as follows:

Steve L. Mitchell
122 Holtz Drive
Casselberry, Florida 32707

Nicholas D. Nedas
1820 Lee Janzen Drive
Kissimmee, Florida 34744

Stimsonite Corporation
6565 West Howard Avenue
Niles, Illinois 60714

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ARTICLE IV

ADMISSION OF ADDITIONAL MEMBERS

ARTICLE V

MEMBERS' RIGHTS TO CONTINUE BUSINESS

As set forth in the Regulations, on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business.

ARTICLE VI

DURATION

The period of duration of the limited liability company shall be perpetual or as provided in the Regulations adopted by the members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1400 West Fairbanks Avenue, Suite 204, City of Winter Park, County of Orange, State of Florida, and the name of the company's initial registered agent at that address is Charles R. Harrison, Esquire.

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ARTICLE VIII


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of HIGHWAY DATA SYSTEMS, LLC certifies:

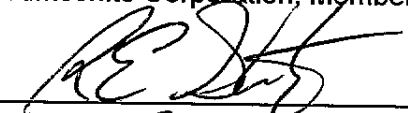
- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$ 70,000;
- 3) if any, the agreed value of property other than cash contributed by members is (a description of the property attached and made a part hereto); and \$ -0-;
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 70,000.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 24th day of June, 1999.


Steven L. Mitchell, Member


Nicholas D. Nedas, Member

Stimsonite Corporation, Member


By: Robert E Stutz

Its: _____

REGISTERED AGENT CERTIFICATE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Statutes, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is HIGHWAY DATA SYSTEMS, L.L.C.

The name of the registered agent for HIGHWAY DATA SYSTEMS, L.L.C. is Charles R. Harrison, Esquire and the street address of the registered agent's office is 1400 West Fairbanks Avenue, Suite 204, Winter Park, Florida 32879.

This statement is to acknowledge that, as indicated above, HIGHWAY DATA SYSTEMS, L.L.C. has appointed me, Charles R. Harrison, Esquire, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 6/24/99

Charles R. Harrison
Charles R. Harrison, Esquire

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