

P0000044487

Requester's Name

Address

Sender's Name DENISE TERRELL Phone (904) 443-2100

Company MERCEDES BENZ OF NORTH AMERICA

Address 8813 WESTERN WAY

City JACKSONVILLE State FL ZIP 32256

200003235832--5  
-05/02/00--01093--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dept/Floor/Suite/Room

Office Use Only

2 Your Internal Billing Reference Information

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Visionary Systems and Technology, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

FILED  
00 MAY -2 PM 3:01  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Examiner's Initials

PN 5/3/00

FILED

00 MAY -2 PM 3: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**Visionary Systems and Technology, Inc.**

**ARTICLE I**

**NAME**

The name of the Corporation is **Visionary Systems and Technology, Inc.**  
The principal office address and the mailing address of said Corporation is 206 Bermuda Bay Circle Ponte Vedra Beach, Florida 32082.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

## ARTICLE IV

### CAPITAL STOCK

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

## ARTICLE V

### PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 206 Bermuda Bay Circle Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is Karen D. Terrell.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The board of directors shall be appointed by the corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws;

however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

Karen D. Terrell  
206 Bermuda Bay Circle  
Ponte Vedra Beach, Florida 32082

George E. Terrell  
206 Bermuda Bay Circle  
Ponte Vedra Beach, Florida 32082

## ARTICLE VIII

### INCORPORATORS

The name and address of the Incorporator signing these articles is:

Karen D. Terrell  
206 Bermuda Bay Circle  
Ponte Vedra Beach, Florida 32082.

## ARTICLE IX

### INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director,

officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

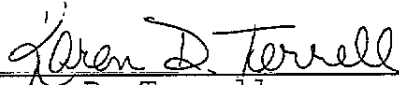
## ARTICLE X

### AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA

COUNTY OF DUVAL

  
Karen D. Terrell

Incorporator *FID L*

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Karen D. Terrell, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 1 day of May, 2000.

  
NOTARY PUBLIC IN AND FOR THE  
STATE OF FLORIDA.



MADELON W. SPROUSE  
My Comm. Exp. 1/31/2001  
Bonded By Service Ins.  
No. CC614849  
( ) Personally Known ( ) Other ID

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED

MAY -2 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes,  
the following is submitted:

FIRST, that Visionary Systems and Technology, Inc. desiring to organize  
or qualify under the laws of the State of Florida, with its principle  
place of business at 206 Bermuda Bay Circle Ponte Vedra Beach,  
Florida 32082 has named Karen D. Terrell as its agent to accept service or  
process within Florida. Dated this 1 day of  
MAY, 2000.

*Karen D. Terrell*

Karen D. Terrell  
Director

SECOND, that having been named to accept service of process  
for the above named corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the  
proper performance of my duties.

*Karen D. Terrell*

Karen D. Terrell  
Registered Agent