

## TRANSMITTAL LETTER

P0000099593

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: TURNPIKE TECHNOLOGIES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003434346--1  
-10/23/00--01007--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: WILLIAM H. CURLOTT II  
Name (Printed or typed)

5631 1<sup>ST</sup> STREET NORTH  
Address

SAINT PETERSBURG, FL 33703  
City, State & Zip

(727) 528-7453  
Daytime Telephone number

FILED  
00 OCT 23 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

10-23  
WC

FILED  
00 OCT 23 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Articles of Incorporation of

Turnpike Technologies, Inc.

THE UNDERSIGNED, acting as incorporator of a corporation, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Turnpike Technologies, Inc.
2. The principal place of business and mailing address for this corporation shall be: 5631 1<sup>st</sup> Street North, Saint Petersburg, FL, 33703.
3. The purpose or purposes for which the corporation is organized are to engage in any ethical means of business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the state of Florida. In addition to the stated purpose, the corporation is authorized to conduct all lawful business activity in the state and outside.

4. Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100,000,000 shares of Capital Stock with a par value of \$ .01 per share.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. No classes of stock. The shares of the corporation are not to be divided into classes.

5. The street address of the initial registered office of the corporation is 5631 1<sup>st</sup> Street North, Saint Petersburg, FL, 33703, and the name of the initial registered agent at such address is William H. Curlott II. William H. Curlott II
6. The initial Board of Directors shall consist of 1 member, who need not be residents of this state or shareholders of the corporation.
7. The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Name	Number & Street, City, State, Zip Code
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William H. Curlott II	5631 1 <sup>st</sup> Street North, Saint Petersburg, FL, 33703
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8. The name and address of the initial incorporator is as follows:

Name	Number & Street, City, State, Zip Code
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William H. Curlott II	5631 1 <sup>st</sup> Street North, Saint Petersburg, FL, 33703
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William H. Curlott II

9. An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.
10. The shareholders shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at a stockholders meeting with not less than a unanimous vote of the common stock.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these articles of incorporation on the 26<sup>th</sup> day of June, 2000.

William H. Curlott II

Incorporator:

William H. Curlott II

William H. Curlott II

State of Florida  
County of Pinellas