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March 13, 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 26 PM 5:02

FILED

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation for Traffic Equipment Corporation

Dear Sir or Madam:

Enclosed for filing with the Department of State, Division of Corporations please find the Articles of Incorporation of Traffic Equipment Corporation, and Registered Agent Designation, along with my firms check in the amount of \$122.50 in connection with the same. Please forward a certified copy of the Articles to me after recording.

Please do not hesitate to contact me should you require any additional information.  
Thank you.

Sincerely,



David J. Edwards

DJE/jpd

Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**TRAFFIC EQUIPMENT CORPORATION**

**FILED**  
01 MAR 26 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

Section 1.1. Name. The name of the corporation is Traffic Equipment Corporation.

**ARTICLE II**  
**Duration**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**  
**Purposes**

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**  
**Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE V**  
**Initial Registered Office, Principal Office and Agent**

Section 5.1. Principal Office. The street address of the principal place of business of this corporation is:

9010 Winged Foot Drive, Tallahassee, Florida 32312.

Section 5.2. Registered Agent. The street address of the initial registered office of this corporation is:

9010 Winged Foot Drive, Tallahassee, Florida 32312,

and the name of the initial registered agent of this corporation at that address is: Scott G. Meyerhoff.

**ARTICLE VI**  
**Directors**

Section 6.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

| <u>NAME</u>        | <u>STREET ADDRESS</u>                               |
|--------------------|---|
| Scott G. Meyerhoff | 9010 Winged Foot Drive, Tallahassee, Florida 32312; |
| Kay A. Matthys     | 9010 Winged Foot Drive, Tallahassee, Florida 32312. |

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE VIII

### Incorporator

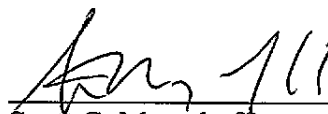
Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Scott G. Meyerhoff , 9010 Winged Foot Drive, Tallahassee, Florida 32312.

## ARTICLE IX

### Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6 day of March, 2001.

  
\_\_\_\_\_  
Scott G. Meyerhoff

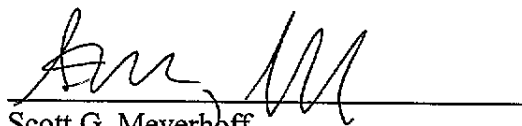
REGISTERED AGENT CERTIFICATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Traffic Equipment Corporation.
2. The name and address of the registered agent and office is:

Scott G. Meyerhoff  
9010 Winged Foot Drive  
Tallahassee, Florida 32312.

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 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.*

  
\_\_\_\_\_  
Scott G. Meyerhoff

Dated: March 6, 2001

(Art-Incp.ACI)

**FILED**  
01 MAR 26 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA