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FILED
01 MAY 17 AM 8:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 16, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300004243583-1
-05/18/01--01015--004
*****78.75 *****78.75

Re: AutoCount USA, Inc.

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for AutoCount USA, Inc. and a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the articles. Please send me the certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,



Robert G. Clements

RGC/
Enclosures

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D. WHITE MAY 24 2001

**ARTICLES OF INCORPORATION
OF**

AutoCount USA, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the Corporation ("Corporation") is **AutoCount USA, Inc.**

ARTICLE II - ADDRESS

The street address of the principal office of the Corporation is:

1211 Semoran Blvd., Suite 101
Casselberry, Florida 32707

ARTICLE III - DURATION

The existence of the Corporation shall begin on the date these Article of Incorporation are filed and shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 10,000, one-dollar (\$1.00) par value per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

Robert A. Starr, Sr.
1211 Semoran Blvd., Suite 101
Casselberry, Florida 32707

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of 3 members. The name and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Robert A. Starr, Sr.	1247 Marma Point, #103, Casselberry, Florida 32707
D.W. Troyer	200 Banning Beach Rd., Tavares, Florida 32778
Ruth Troyer	200 Banning Beach Rd., Tavares, Florida 32778

ARTICLE VIII - INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Robert A. Starr, Sr.	1211 Semoran Blvd., Suite 101 Casselberry, Florida 32707

ARTICLE IX – PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE X – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 16th day of May, 2001.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **AutoCount USA, Inc.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

This 16th day of May 3, 2001.



Robert A. Starr, Sr.
Registered Agent

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TALLAHASSEE FLORIDA