

TRANSMITTAL LETTER

201000067180

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

FILED
01 JUL -2 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Miami-Dade Tollroad Consortium, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: N. Craig Miller
Name (Printed or typed)

3610 Park Central Boulevard North
Address

Pompano Beach, Florida 33064
City, State & Zip

954-979-4799
Daytime Telephone number

400004456254--0
-07/02/01--01073--019
*****87.50 *****87.50

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

D. BROWN JUL - 9 2001

**ARTICLES OF INCORPORATION
OF
MIAMI-DADE TOLLROAD CONSORTIUM, INC.**

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The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of this corporation (hereinafter, the "Corporation") shall be:

MIAMI-DADE TOLLROAD CONSORTIUM, INC.

SECOND: The street and mailing address, wherever located, of the Corporation shall be 3610 Park Central Boulevard North, Pompano Beach, Florida 33064

THIRD: The number of shares that the Corporation is authorized to issue is ten thousand (10,000), all of which are of a par value of one cent (\$.01) each and are of the same class and are shares of Common Stock.

FOURTH: The purpose for which this Corporation is organized is the transaction of any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act, and without limiting the generality of the foregoing, shall include the financing, designing, engineering, development, construction, operation and maintenance of tollroads and generally to perform any and all acts connected therewith or arising therefrom of incidental thereto, and all acts proper or necessary for the purpose of the business, and to have all of the general powers granted to corporations under the Florida Business Corporation Act, whether granted by specific statutory authority, construction of law, or otherwise.

FIFTH: The duration of the Corporation shall be perpetual.

SIXTH: The street address of the initial registered office of the Corporation in the State of Florida is 3610 Park Central Boulevard North, Pompano Beach, Florida 33064.

The name of the initial registered agent of the Corporation at the said registered office is N. Craig Miller.

The written acceptance of the said initial registered agent, as required by the provisions of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is hereby made a part of these Articles of Incorporation.

SEVENTH: The Corporation's initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve as the member of the Corporation's initial Board of Directors until the first annual meeting of shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
N. Craig Miller	8676 Vista Del Boca Drive Boca Raton, Florida 33433

The number of directors of the Corporation shall be determined from time to time as set forth in the bylaws of the Corporation.

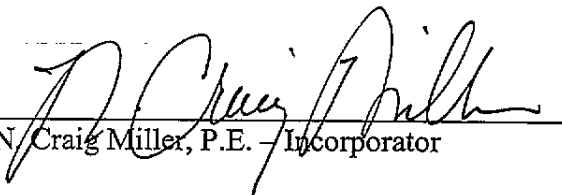
EIGHT: The personal liability of any director of the Corporation to the Corporation or its shareholders for monetary damages for breach of fiduciary duties as a director, is hereby waived and eliminated to the fullest extent allowed by law.

NINTH: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of 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 maybe entitled under any bylaw, vote or shareholders of disinterested directors, or otherwise, both as to action in his official capacity and as to act in another capacity 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. The Corporation shall have the power to enter into indemnification agreements for this purpose, and such agreements and the bylaws of the Corporation may specify the terms and provisions of such indemnification obligations.

TENTH: The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
N. Craig Miller	3610 Park Central Boulevard North Pompano Beach, Florida 33064

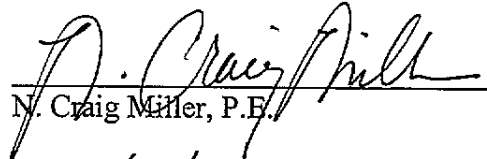
Signed on 6/28, 2001


N. Craig Miller, P.E. - Incorporator

Acceptance of Registered Agent

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


N. Craig Miller, P.E.

6/28/01
Date