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FLORIDA PROFIT/NON PROFIT CORPORATION

Duos Technologies International, Inc.

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12/14/2006

ARTICLES OF INCORPORATION OF DUOS TECHNOLOGIES INTERNATIONAL, INC.



The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I Name and Principal Office of Corporation

The name of this Corporation shall be Duos Technologies International, Inc. The mailing address of the Corporation shall be 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216-6188.

ARTICLE II Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

ARTICLE III Stock

The total authorized capital stock of the Corporation shall be 100,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV

The name and street address of the Incorporator of this Corporation is as follows:

Glanni B. Arcalni 6822 Southpoint Drive South, Suite 310 Jacksonville, FL 32216-6188

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ARTICLE V Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 6622 Southpoint Drive South, Suite 310, Jacksonville, FL 32216-6188. The name of the Registered Agent of this Corporation at the above address shall be Glanni B. Arcaini.

ARTICLE VII Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII Board of Directors

The name and street address of the initial members of the Board of Directors of this Corporation, who shall hold office until the first annual meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Glanni B. Arcaini 7889 Hunters Grove Road Jacksonville, FL 32256 Stephanie Jason 12268 Franklin Brook Lane South Jacksonville, FL 32225

Connie I. Weeks 6858 Plum Lake Lane East Jacksonville, FL 32222

ARTICLE IX By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

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ARTICLE X Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand as of this _/\subseteq \text{\$\sigma}\$ day of December, 2006.

Gianni B. Arcaini, Incorporato

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Duos Technologies International, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 6662 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216-6188, as its Registered Office and has named Glanni B. Arcaini, located at said address as its initial Registered Agent.

By: Glanni B. Arcaini Incorporator

Date: December 14, 2006

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By:

Gianni B. Arcaini
Registered Agent

Date: December 44, 2006

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