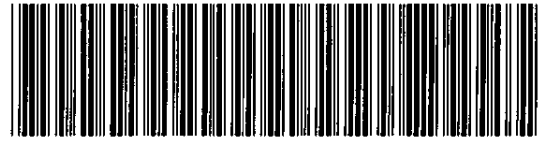


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04/28/08--01035--003 **113.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Barbara GAVE
AUTHORIZATION BY PHONE TO
CORRECT #3
DATE 4/30/08

Office Use Only

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Collins APR 29 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Integrated Parking Solutions, Inc.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Barbara Felten
(Contact Person)

Integrated Parking Solutions, Inc.
(Firm/Company)

324 N. Rose Street
(Address)

Kalamazoo, MI 49007
(City, State and Zip Code)

For further information concerning this matter, please call:

Barbara Felten at (269) 373-8800 x10
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees \$113.75 Filing Fees and Certificate of Status \$113.75 Filing Fees and Certified Copy \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Integrated Parking Solutions, LLC. MO5-4579
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Arkansas
(Enter state, or if a non-U.S. entity, the name of the country)

on May 1, 1994
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Michigan

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Integrated Parking Solutions, Inc.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 9 day of April, 2008.

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Michael Barron Title: COO

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Integrated Parking Solutions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

324 N. Rose Street
Kalamazoo, MI 49007

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Integrated Parking Solutions, Inc. is a leading provider of handheld e-ticketing solutions. IPS designs, develops and implements the most advance wireless data acquisition and communication products specifically designed for the expanding needs of parking.

ARTICLE IV SHARES

The number of shares of stock is:

10 Million

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

William P. Dugan, Chairman - 64 W. Seegers Rd., Arlington Heights, IL 60005
Michael Barron, COO - 324 N. Rose Street, Kalamazoo, MI 49007
Gerald Scalpone, President - 13122 Prestwick Drive, Riverview, FL 33569

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

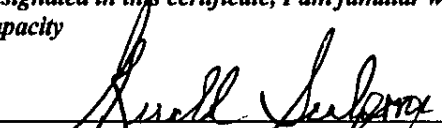
Gerald Scalpone, President - 13122 Prestwick Drive, Riverview, FL 33569

ARTICLE VII INCORPORATOR

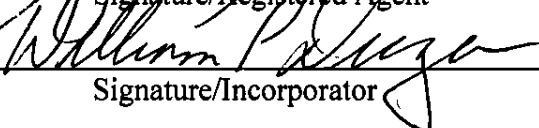
The **name and address** of the Incorporator is:

William P. Dugan, Chairman - 64 W. Seegers Rd., Arlington Heights, IL 60005

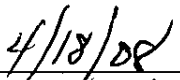
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



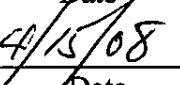
Signature/Registered Agent



Signature/Incorporator



Date



Date

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TALLAHASSEE FLORIDA