

To: The Florida Department of State  
Subject: 00150.108799

From: Ashley Smith

August 10, 2009 10:05 PM Page: 1 of 3

Division of Corporations

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To:  
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Fax Number : (850)617-6381

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850)222-1173  
Fax Number : (850)224-1640

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**BOUYGUES CONCESSION FLORIDA, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BOUYGUES CONCESSION FLORIDA, INC.**

**ARTICLE I**

The name of this corporation is BOUYGUES CONCESSION FLORIDA, INC. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is c/o CorpDirect Agents, Inc., 515 E. Park Avenue, Tallahassee, FL 32301.

**ARTICLE IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

<u>Number of Shares</u>		
<u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ .01	Common

**ARTICLE V**

The street address of the Corporation's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

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**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VIII**

The name of the Incorporator is Antonio Pena, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10<sup>th</sup> day of August, 2009

  
Antonio Pena

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Bouygues Concession Florida, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPDIRECT AGENTS, INC.

By:   
Name: Michele Holden  
Title: Assistant Secretary

Dated: August 10, 2009

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