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AMERICAN TOLLROAD COMPANY, INC.

455 Fairway Drive, Suite 200
Deerfield Beach, Florida 33441

Telephone 305/427-6675
Facsimile 305/570-5974

January 23, 1995

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

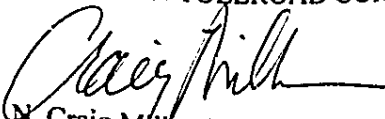
To Whom It May Concern:

Enclosed please find a check in the amount of \$122.50 along with an original Articles of Incorporation and a copy of same.

The return address is: 455 Fairway Drive, Suite 200; Deerfield Beach, Florida 33441
305-427-6675

Very truly yours,

AMERICAN TOLLROAD COMPANY, INC.


N. Craig Miller, P.E.
President

NCM/jep

FILED
1995 JAN 30 PM 2:00
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TOLLROAD CORPORATION OF AMERICA, INC.

FILED

1995 JAN 30 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

TOLLROAD CORPORATION OF AMERICA, INC.

SECOND: The street and mailing address, wherever located, of the Corporation shall be 455 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441

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 455 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441

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:

Name
N. Craig Miller

Address
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.

EIGHTH: 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.

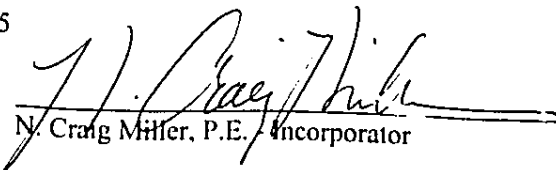
NINTH: The Corporation shall to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, have the power to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all 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:

Name
N. Craig Miller, P.E.

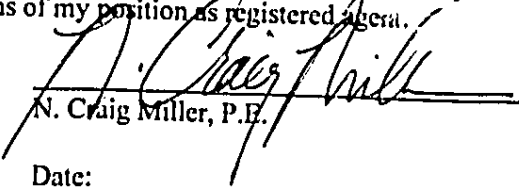
Address
455 Fairway Drive, Suite 200
Deerfield Beach, Florida 33441

Signed on Nov. 23rd, 1995


N. Craig Miller, P.E. Incorporator

Acceptance of Registered Agent

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.

Date:

FILED
1995 JAN 30 PM 2:00
SEAL
TALLAHASSEE, FLORIDA