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FILED

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EFFECTIVE DATE  
APRIL 3, 1995

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATE RECORDS  
FLORIDA DEPARTMENT OF STATE  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: FRANK'S TRAFFIC SIGNAL, INC.

TO WHOM IT MAY CONCERN:

ENCLOSED HEREIN ARE ORIGINAL AND COPY OF ARTICLES OF INCORPORATION WITH REGARD TO THE ABOVE PROPOSED CORPORATION, TOGETHER WITH CHECK IN THE SUM OF ONE HUNDRED AND TWENTY TWO AND .50/100 (\$122.50) DOLLARS, REPRESENTING THE FILING FEE.

I WOULD APPRECIATE YOUR FILING SAME EXPEDITIOUSLY AND REMITTING THE DOCUMENT TO ME AS SOON AS POSSIBLE.

THANKING YOU FOR YOUR ATTENTION.

VERY TRULY,

FRANKLIN E. MANHERTZ

MAIL TO:

1403 S.W. 82nd AVENUE  
NORTH LAUDERDALE, FL 33068

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NANCY HENDRICKS APR 13 1995

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RECORDED  
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION

of  
FRANK'S TRAFFIC SIGNAL, INC.

EFFECTIVE DATE

01-03-95

ARTICLE I - NAME

The name of the Corporation is

FRANK'S TRAFFIC SIGNAL, INC.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue THREE  
HUNDRED (300) shares of \$1.00 per share Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that

which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI -  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered <sup>and principal</sup> office of this Corporation is 1403 S.W. 82nd AVENUE, NORTH LAUDERDALE, FLORIDA 33068, and the name of the initial Registered Agent of this Corporation is FRANKLIN E. MANHERTZ.

ARTICLE VII -  
FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of THREE (3) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than ONE (1). The names and addresses of the initial Board of Directors of this Corporation are:

FRANKLIN E. MANHERTZ  
9340 N.W. 35th PLACE  
SUNRISE, FL 33351

FREDERICK POTOPSINGH  
9340 N.W. 35th PLACE  
SUNRISE, FL 33351

DOREEN MINOTT  
1403 S.W. 82nd AVENUE  
N. LAUDERDALE, FL 33068

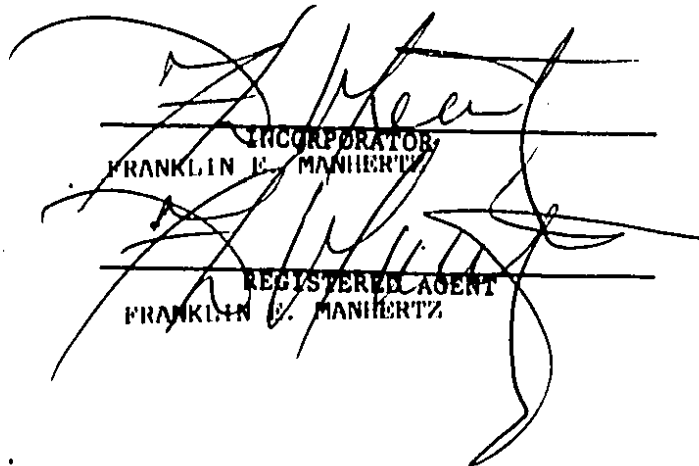
ARTICLE VIII -  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

FRANKLIN E. MANHERTZ  
9340 N.W. 35th PLACE  
SUNRISE, FL 33351

IN WITNESS WHEREOF, the undersigned Incorporator and

designated Registered Agent has executed these Articles of  
Incorporation this 3rd day of APRIL,  
1995.

  
\_\_\_\_\_  
INCORPORATOR  
FRANKLIN E. MANHERTZ  
\_\_\_\_\_  
REGISTERED AGENT  
FRANKLIN E. MANHERTZ

STATE OF FLORIDA )  
COUNTY OF BROWARD ) ss.:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared  
FRANKLIN E. MANHERTZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and accepted his designation as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 3rd day of APRIL, 1995.

  
\_\_\_\_\_  
Notary Public State of Florida

My Commission Expires:



SANDRA POTOPISNGH  
MY COMMISSION # CC208458 EXPIRES  
June 19, 1997  
BOWEN THRU TROY FARM INSURANCE, INC.