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May 9, 1995

Florida Department of State
Division of Corporations
P.O.B. 6327
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation

200001487842

-05/15/95--01094--012

*****70.00 *****70.00

Dear Sirs:

Enclosed you will find my check in the amount of \$70.00 for the filing of Articles of Incorporation and Designation of Resident Agent (the latter being incorporated and included within said Articles of Incorporation) for the following corporation:

Digi-Trak USA, Inc.

Thank you for your cooperation in this matter. Please call if you have any questions.

Sincerely,



Steven R. Scott

SRS/s
Enclosure

ARTICLES OF INCORPORATION
OF
DIGI-TRAK USA, INC.

ARTICLE I.

The name of this corporation shall be and is hereby declared to be DIGI-TRAK USA, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation, together with, and in addition to those powers conferred by the Laws of Florida and the principles of common law upon corporations organized under and by virtue of the Laws of Florida, is the following: To produce, market, or license a digital roadway and railway analyzer as described in disclosure documents filed in the U. S. Patent and Trademark Office by TERRY SCOTT BROWN, ROY T. FLOWERS, JR., and ROBERT E. HOLLAND, as coinventors.

In furtherance, and not in limitation, of the general powers conferred by the Laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise

and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the good will, rights and property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, tradenames and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the Laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not

forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this second Article of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III.

The amount of the total authorized capital stock which may be issued by the corporation is 300 shares of common stock at \$1.00 par value.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services, shall, in the absence of fraud, be conclusive upon the stockholders and the parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and conditions as the Board of Directors may determine and the amount

of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV.

The amount of capital with which this corporation shall begin business is \$300.00.

ARTICLE V.

The existence of this corporation shall be perpetual and shall commence on the date of filing for these Articles of Incorporation.

ARTICLE VI.

The registered office of this corporation in the State of Florida is to be located at 2021 Art Museum Drive, Suite 140, Jacksonville, FL 32207.

The Resident and Registered Agent in charge thereof shall be Robert E. Holland.

ARTICLE VII.

The number of directors of this corporation shall be not less than three.

ARTICLE VIII.

The names and post office addresses of the Board of Directors who, subject to the provisions of these Articles of Incorporation and the By-Laws to be adopted shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
TERRY SCOTT BROWN	Director	1216 Cedar Tree Lane Seffner, FL 33584
ROY T. FLOWERS, JR.	Director	5035 Nola Court Jacksonville, FL 32210

ROBERT E. HOLLAND

Director

9845 Fawn Ridge Drive
Jacksonville, FL 32256

ARTICLE IX.

The names and post office addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take are as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Terry Scott Brown	100	1216 Cedar Tree Lane, Seffner, FL 33584
Roy T. Flowers	100	5035 Nola Court Jacksonville, FL 32210
Robert E. Holland	100	9845 Fawn Ridge Drive Jacksonville, FL 32256

The proceeds of which will amount to at least \$300.00.

ARTICLE X.

The post office address of the principal office of the corporation in Florida shall be 2021 Art Museum Drive, Suite 140, Jacksonville, FL 32207.

ARTICLE XI.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who

does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmation of a written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

SUBSCRIPTION OF INCORPORATORS

THE UNDERSIGNED, being the original subscribers to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth, and accordingly hereunto have set their hands and seals this 4th day of May, 1995.


TERRY SCOTT BROWN


ROY T. FLOWERS, JR.

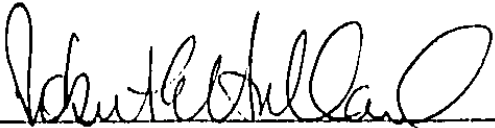

ROBERT E. HOLLAND

6:11 PM
55 MAY 15 AM 7:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF RESIDENT AGENT

THE UNDERSIGNED, having been named to accept service of process for DIGI-TRAK USA, INC., 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.

DATED this 4th day of May, 1995.

 (SEAL)