

P96000039780

SHARI L. MCCARTNEY, P.A.

ATTORNEY AT LAW

800 SOUTH ANDREWS AVENUE

SUITE 503

FORT LAUDERDALE, FLORIDA 33301

SHARI L. MCCARTNEY

TELEPHONE (305) 555-8410

FACSIMILE (305) 555-8033

April 29, 1996

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 1 1996

RE: TRAFFIC BUILDERS OF AMERICA, INC.

Enclosed please find an original and (2) two copies of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$ 122.50.

Very truly yours,

Shari McCartney

SHARI L. MCCARTNEY

SLM:lg

MAY 9 1996

BSB

EFFECTIVE DATE
4-30-96

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY -3 PM 9:35

ARTICLES OF INCORPORATION
OF
TRAFFIC BUILDERS OF AMERICA, INC.

FILED
96 MAY -3 AM 9:35
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Traffic Builders of America, Inc.

EFFECTIVE DATE

1-30-96

ARTICLE II- DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV- CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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 or she holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this Corporation is 3590 N.W. 54th Street Suite 6, Ft. Lauderdale, Florida 33309. The name and address of the Registered Agent is SHARI L. McCARTNEY, Esq. 600 South Andrews Avenue, Suite 503, Ft. Lauderdale, FL 33301

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Directors of the Corporation are as follows:

1. James L. McCartney, 3590 N. W. 54th Street, Suite 6, Ft. Lauderdale, FL 33309
2. Michelle McCartney, 3590 N.W. 54th Street, Suite 6, Ft. Lauderdale, FL 33309
3. J. Michael McCartney, 3590 N.W. 54th Street, Suite 6, Ft. Lauderdale, FL 33309

ARTICLE IX - INCORPORATOR

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

James L. McCartney,
3590 N. W. 54th Street, Suite 6,
Ft. Lauderdale, FL 33309

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the Shareholder is subject to this reservation.

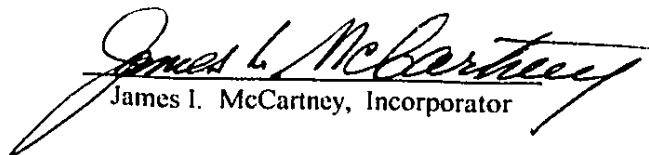
ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

The undersigned has executed the Articles of Incorporation on this 30 day of April, 1995.


James L. McCartney, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TRAFFIC BUILDERS OF AMERICA, INC.
2. The name and address of the registered agent and office is:

Shari L. McCartney, Esq.
(name)

600 South Andrews Avenue, Suite 503
(address)

Ft. Lauderdale, FL 33301
(city/state/zip)

FILED
APR 11 1996
TALLAHASSEE
FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Shari L. McCartney
(signature)

4/29/96
(date)