



P 9 6 0 0 0 0 7 4 9 1 3

August 30, 1996

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

FILED  
SEP-6 1996  
TALLAHASSEE, FLORIDA  
400001940934  
-09/06/96--01037--011  
\*\*\*367.50 \*\*\*122.50

RE: Traffic Management Group, Inc.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Additionally, please find our check in the amount of \$122.50.

Should you have any questions about this incorporation, please don't hesitate to contact me.

Thank you in advance for your attention to this matter.

Sincerely,

*Stacey C. McKissick*

Stacey C. McKissick  
Executive Administrator

/scm

Enclosures

F. CHESLER SEP 9 1996

**ARTICLES OF INCORPORATION  
OF  
TRAFFIC MANAGEMENT GROUP, INC.**

**Article I  
Name**

The name of the corporation is Traffic Management Group, Inc.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
Address**

The principal place of business of the corporation shall be: 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33401.

**Article V  
Capital Stock**

The corporation is authorized to issue 1000 shares of common stock, \$.01 par value per share.

**Article VI  
Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33410 and the name of the initial registered agent of the corporation at that address is William J. Mercurio.

**Article VII  
Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less

FILED  
25 SEP -6 PM 11:31  
CLERK OF DISTRICT COURT  
WEST PALM BEACH, FLORIDA

than one (1). The name and address of the initial director of the corporation is:

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

#### Article VIII Incorporator

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

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

#### Article IX Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### Article X Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

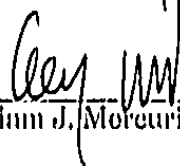
#### Article XI Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.


Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of August, 1996.

  
\_\_\_\_\_  
William J. Moreau

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATE 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.

  
\_\_\_\_\_  
William J. Mercurio  
Registered Agent  
Dated: August 12, 1996

RECORDED  
TALLAHASSEE, FLORIDA

95 SEP -6 AM 11:31

FILED