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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904) 933-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
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NAME: TRAFFIC SOFTWARE USA INC.
AUDIT NUMBER.....H96000016923
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FAX AUDIT NO. H96000016923

**ARTICLES OF INCORPORATION
OF
TRAFFIC SOFTWARE USA, INC.
A FLORIDA CORPORATION**

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96 DEC -3 PM 4:40
S. C. Y. STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of TRAFFIC SOFTWARE USA, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is TRAFFIC SOFTWARE USA, INC. and the street address of the initial principal office of the Corporation is c/o Daniel P.J. O'Connor, English, McCaughan & O'Bryan, 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of no par value Common Stock.

PREPARED BY:

**Timothy C. Lechner, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 247596**

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the Initial Registered Agent of the Corporation at that address is EMO Corporate Services Inc.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of the Corporation is Timothy C. Leixner, Esquire, English, McCaughan & O'Bryan, 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of December, 1998.



TIMOTHY C. LEIXNER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for TRAFFIC SOFTWARE USA, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: December 2, 1996

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

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TALLAHASSEE, FLORIDA

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