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April 16, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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-04/20/98--01047--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Integrated Parking Solutions, Inc.

Dear Sir:

Enclosed herewith are the original Articles of Incorporation of Integrated Parking Solutions, Inc. for filing. Also enclosed is this firm's check in the amount of \$122.50 representing:

Filing Fee -- \$35.00  
Registered Agent Fee -- \$35.00  
Certified Copy Fee -- \$52.50 (copy is enclosed).

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



DAVID C. WILLIS

DCW:slm  
Enclosures  
cc: Mr. Craig Mateer

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**INTEGRATED PARKING SOLUTIONS, INC.**

**ARTICLE I**

The name of this Corporation is Integrated Parking Solutions, Inc..

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 621 East Washington Street, Suite 8, Orlando, Florida 32801. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Kurt E. Thalwitzer.

**ARTICLE V**

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the initial Director is:

<u>Name</u>	<u>Address</u>
Craig Mateer	621 East Washington Street Suite 8 Orlando, Florida 32801

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ARTICLE VI

The name and address of the subscriber is David C. Willis, 225 East Robinson Street, Suite 600, Orlando, Florida 32801.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: April 15, 1998.

A handwritten signature in dark ink, appearing to read 'David C. Willis', is written over a horizontal line.

DAVID C. WILLIS

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on April 15, 1998, by DAVID C. WILLIS, as Subscriber of Integrated Parking Solutions, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me.



SUSAN L. MOHLER  
My Commission CC569252  
Expires Aug. 23, 2000

A handwritten signature of Susan L. Mohler in cursive script, written over a horizontal line.

Susan L. Mohler  
Notary Public - State of Florida  
My Commission Expires:

(AFFIX NOTARY SEAL)


CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Integrated Parking Solutions, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 621 East Washington Street, Suite 8, Orlando, Orange County, State of Florida, has named Kurt E. Thalwitzer as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
KURT E. THALWITZER  
(Registered Agent)

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