

P99000068525

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISIONS OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

SUBJECT: TRAFFIC COUNT RESOURCES  
FIELD SERVICES OF FLORIDA, INCORPORATED

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND A  
CHECK FOR \$70.00

FROM

CARLOS AVELLANEDA  
1014 DEES DRIVE  
OVIDO, FL 32765

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-06/16/99--01092--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
99 AUG -2 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

A. Purinton AUG 2 1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 16, 1999

CARLOS AVELLANEDA  
1014 DEES DR  
OVIEDO, FL 32765

SUBJECT: FIELD SERVICES OF FLORIDA, INCORPORATED  
Ref. Number: W99000014122

We have received your document for FIELD SERVICES OF FLORIDA, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 099A00032480

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
TRAFFIC COUNT RESOURCES FIELD SERVICES OF FLORIDA, INCORPORATED  
A FLORIDA CORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS TRAFFIC COUNT RESOURCES FIELD SERVICES OF FLORIDA, INCORPORATED.

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

CARLOS AVELLANEDA  
1014 DEES DRIVE  
OVIEDO, FL. 32765

#### ARTICLE V

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR(\$1.00) PAR VALUE. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

#### ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 1014 DEES DRIVE OVIEDO, FL. 32765. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA

#### ARTICLE VII

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE(1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE(1).

#### ARTICLE VIII

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

CARLOS AVELLANEDA  
1014 DEES DRIVE  
OVIEDO, FL. 32765

#### ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, CARLOS AVELLANEDA OF 1014 DEES DRIVE OVIEDO, FL. 32765 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT THE SAID CARLOS AVELLANEDA BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

#### ARTICLE X

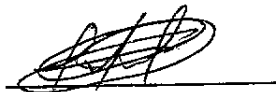
IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

#### ARTICLE XI

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED  
THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE  
28 DAY OF July 1999

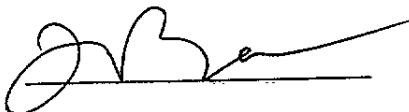
CARLOS AVELLANEDA  
STATE OF FLORIDA  
COUNTY OF SEMINOLE

  
(SIGNATURE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN  
THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED CARLOS AVELLANEDA AS  
REGISTERED AGENT OF TRAFFIC COUNT RESOURCES FIELD SERVICES OF FLORIDA  
INCORPORATED, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON DESCRIBED IN AND  
WHO EXECUTED THE FOREGOING INSTRUMENT AND HE ACKNOWLEDGED BEFORE ME THAT  
THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE

28 DAY OF July 1999



NOTARY PUBLIC

COMMISSION # \_\_\_\_\_

MY COMMISSION EXPIRES \_\_\_\_\_



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 :  
TRAFFIC COUNT RESOURCES FIELD SERVICES OF FLORIDA INCORPORATED.
  
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

CARLOS AVELLANEDA  
1014 DEES DRIVE  
OVIEDO, FL 32765

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

  
(SIGNATURE)

7/28/99  
(DATE)

**FILED**  
99 AUG -2 PM 4: 09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA