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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

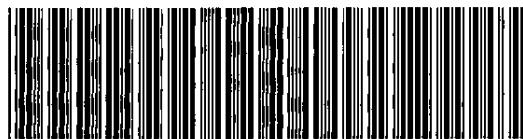
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG -5 2010
D. A. WHITE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ProconGPS, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kristin Pryor

Name of Person

ProconGPS, Inc.

Firm/Company

2035 Lakeside Centre Way, Suite 125

Address

Knoxville, TN 37922

City/State and Zip code

kristinp@procongps.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristin Pryor

Name of Person

at (865) 694-2704, Ext. 142

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ProconGPS, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Tennessee 3. 27-1272584
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-3-2009 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2035 Lakeside Centre Way, Suite 125, Knoxville, TN 37922
(Principal office address)
2035 Lakeside Centre Way, Suite 125, Knoxville, TN 37922
(Current mailing address)

8. Wholesale Distribution of GPS Units to Automotive Buy Here Pay Here Resellers / Dealers
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: InCorp Services, Inc.

Office Address: 17888 67th Court North

Loxahatchee, Florida 33470
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Brian M. Boling

Address: 2035 Lakeside Centre Way, Suite 125, Knoxville, TN 37922

Vice Chairman: _____

Address: _____

Director: Timothy C. Welch

Address: 2035 Lakeside Centre Way, Suite 125, Knoxville, TN 37922

Director: Mark A. Dillon

Address: 2035 Lakeside Centre Way, Suite 125, Knoxville, TN 37922

B. OFFICERS

President: Timothy C. Welch

Address: 2035 Lakeside Centre Way, Suite 125, Knoxville, TN 37922

Vice President: _____

Address: _____

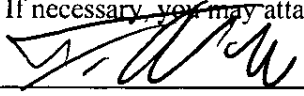
Secretary: William E. McClamroch III

Address: 900 South Gay Street, 1400 Riverview Tower, Knoxville, TN 37902

Treasurer: William E. Cheney

Address: 11120 Roselle Street, Suite A, San Diego, CA 92121

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Timothy C. Welch, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCONGPS, INC.
2035 LAKESIDE CENTRE WAY
#125
Knoxville, TN 37922

May 20, 2010

Request Type: Certificate of Existence/Authorization
Request #: 0014114

Issuance Date: 05/20/2010
Copies Requested: 2

Document Receipt

Receipt #: 186417
Payment-Check/MO - PROCONGPS, INC., Knoxville, TN

Filing Fee: \$40.00
\$40.00

Regarding: ProconGPS, Inc.
Filing Type: Corporation For-Profit - Domestic
Charter/Qualification Date: 11/03/2009
Status: Active
Duration Term: Perpetual

Control #: 616830
Date Formed: 11/03/2009
Formation Locale: Knox County
Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

ProconGPS, Inc.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent corporation annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett, Secretary of State
Business Services Division