F95000000172

Prentice Hall Legal & Financial Services

ATTN: Andrea (004) 222-7445

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME	CHARTER NUMBER
Overland Investors Inc.	
	400001370154 -01/11/95--01005--015 *****70.00 *****70.00

	Amendment		Merger
	Annual Report		Name Reservation
	Change of Registered Agent		Name Registration
	Dissolution/Withdrawal		Non-Profit/Articles of Incorporation
	Domestication		Other
	Fictitious Business Name		Profit/Articles of Incorporation
✓	Foreign - Profit		Reinstatement
	Foreign - Non-Profit		Resignation of R.A., Off/Dir
	Limited Partnership		Trademark
	Limited Liability		UCC/Filing 1
	Mtr. Veh.		UCC/Filing 3

	Certified Copy		CUS
✓	Photocopy		Good Standing
	Corporate Print-Out		R.A., Off/Dir Search
	Fictitious/Owner Search		

(✓) Walk in ( ) Call if Problem ( ) Will Wait (✓) Pick up: 1-11 12:00 DATE/TIME

RECEIVED 95 JAN 11 PM 3:33 DIVISION OF CORPORATION

mtn

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Sea BY: Lauren
BRANCH RECEIVING: FL BY: Andrea
REF/JOB # 155-95-2292
CLIENT MATTER #
SAME DAY ✓ 24 HR ___ ROUTINE ___
VERBAL REQUESTED: YES OR NO
DATE SENT: _/_/_ MAIL FAX ___ FED EXP.
FILED: _/_/_
SENT TO: BRANCH ___ CLIENT ✓
SPECIAL INSTRUCTIONS:

CHECK #	
ST./CTY/ FEES	70.00
CORR. FEE/ SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

White - SECRETARY OF STATE Blue - CLIENT SPECIALIST COPY Green - FILE Canary - ACCOUNTING

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. Overland Investors, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. 12/15/94
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 12/28/94
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 147 E. Olive Ave.
Monrovia CA 91016
(Current mailing address)

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DIVISION OF CORPORATIONS

8. Real estate investments
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Marcia A. Haines, Asst. Secy.
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Fred E. Liao
Address: 147 E. Olive Ave.
Monrovia, CA 91016

Vice Chairman: Andrew Hsu
Address: 147 E. Olive Ave.
Monrovia, CA 91016

Director: Chuan S. Wang
Address: 147 E. Olive Ave.
Monrovia, CA 91016

Director:
Address:

B. OFFICERS

President: Fred E. Liao
Address: 147 E. Olive Ave.
Monrovia, CA 91016

Vice President: Chuan S. Wang
Address: 147 E. Olive Ave.
Monrovia, CA 91016

Secretary: Andrew Hsu
Address: 147 E. Olive Ave.
Monrovia, CA 91016

Treasurer: Chuan S. Wang
Address: 147 E. Olive Ave.
Monrovia, CA 91016

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

13. Chuan S. Wang 1-9-95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Chuan S. Wang - Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OVERLAND INVESTORS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 1995.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2462018 8300

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AUTHENTICATION 7368111

DATE 01-09-95

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTOMATED DISPATCH SYSTEMS, INC., a Florida corporation, P94000080208

into

AUTOMATED DISPATCH SOLUTIONS, INC., a Delaware corporation F97000000172

File date: October 6, 1997

Corporate Specialist: Velma Shepard