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TALLAHASSEE, FL 32301
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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 790422 4805411
AUTHORIZATION :
COST LIMIT : \$ 122.50

Patricia T. Tynit

ORDER DATE : January 3, 1996
ORDER TIME : 9:59 AM
ORDER NO. : 790422
CUSTOMER NO: 4805411

300001678689

CUSTOMER: Gregory R. Salathe, Esq
Reboul Macmurray Hewitt
45 Rockefeller Plaza
New York, NY 10111

FOREIGN FILINGS

NAME: TELETRAC LICENSE, INC.

*YL
1/4*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PROFIT CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

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

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

1. Teletrac License, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 14, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8900 State Line Road, Suite 500
Leawood, KS 66206
(Current mailing address)

8. Vehicle location and fleet management services and related maintenance services
(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: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105 (Leon County)

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.

Corporation Service Company
By: Lisa S. Mulligan
(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.

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

A. DIRECTORS

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James A. Queen

Address: 8900 State Line, Suite 500
Leawood KS 66206

Vice President: Lawrence P. Jennings

Address: 4446 St. Johns Avenue
Boulder CO 80301

Secretary: Steven D. Scheiwe

Address: 8900 State Line, Suite 500
Leawood KS 66206

~~Treasurer:~~ Vice President Alan B. Howe

Address: 8900 State Line, Suite 500
Leawood KS 66206

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

13. Steven D. Scheiwe
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Steven D. Scheiwe, Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT
DIRECTORS OF TELETRAC, INC.

James A. Queen, Chairman

Teletrac, Inc.
8900 State Line, Suite 500
Leawood KS 66206

Robert F. Benbow

Burr, Egan, Deleage & Co.
One Embarcadero Center, Suite 4050
San Francisco CA 94111

David J. Berkman

The Associated Group, Inc.
Three Bala Plaza East, Suite 502
Bala Cynwyd PA 19004

Michael Markbreiter

Kingdon Capital Management
152 West 57th, 50th Floor
New York City NY 10019

Marc H. Michel

EOS Partners, L.P.
520 Madison Avenue
New York NY 10022

Brian A. Rich

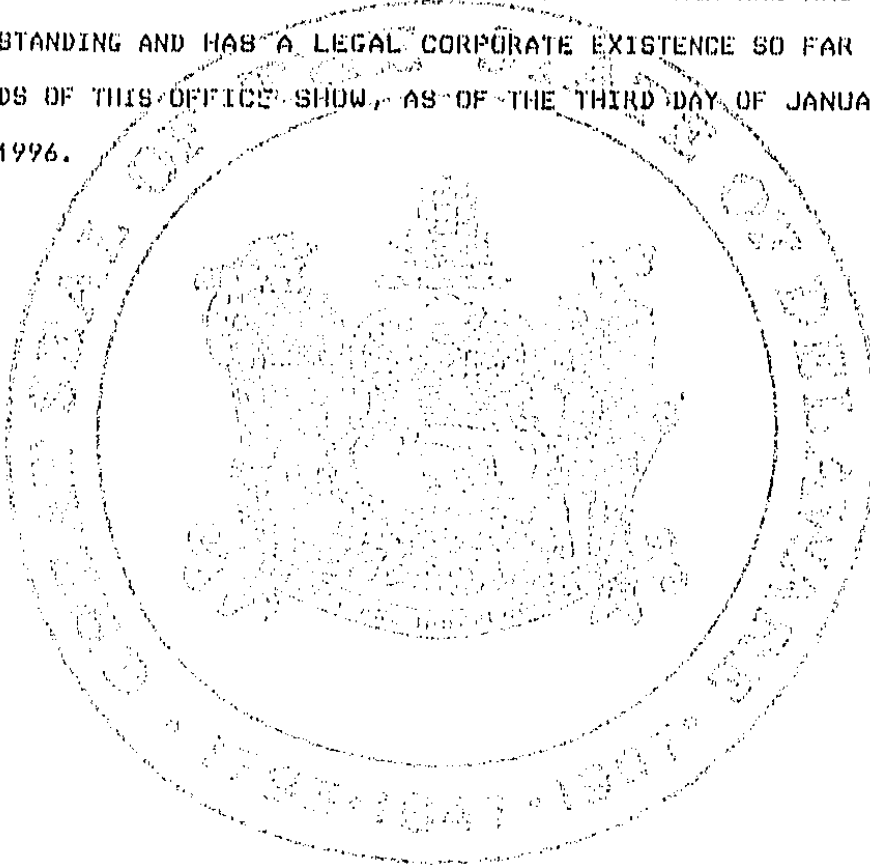
Toronto Dominion Bank
31 West 52nd Street
New York NY 10019

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELETRAC LICENSE, 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 THIRD DAY OF JANUARY, A.D. 1996.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7776433

DATE: 01-03-96