

**F98000005985**

Florida Department of State

Division of Corporations

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Division of Corporations  
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From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

6-18  
attn:  
Annette Ramsey

**COR AMND/RESTATE/CORRECT OR O/D RESIGN****TELETRACKING TECHNOLOGIES, INC.**

Certificate of Status	0
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NO. 563<sup>serv</sup> P. 2



June 15, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TELETRACKING TECHNOLOGIES, INC.

THE TIMES BUILDING

7TH FL, 336 FOURTH AVENUE

PITTSBURGH, PA 15222

SUBJECT: TELETRACKING TECHNOLOGIES, INC.

REF: F98000005985

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must include an order of redomestication as an attachment.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H09000142345  
Letter Number: 509A00020094

**RESUBMIT**  
Please give original  
submission date as file date.

P.O BOX 6327 - Tallahassee, Florida 32314

**MEMORANDUM**

**TO:** Florida Secretary of State  
**FROM:** Caroline Struebing Lascek for Vaishali Kothari, Esq.  
**DATE:** June 11, 2009  
**RE:** TeleTracking Technologies, Inc.

Dear Sir or Madam:

The following documents are being filed in connection with the **Conversion** of TeleTracking Technologies, Inc. a Pennsylvania corporation to TeleTracking Technologies, Inc. a Delaware corporation:

- Application by Foreign Profit Corp. to File Amendment to Appl. For Authorization to Transact Business in Florida with Cover Memo (Original and Duplicate)

-Certificate of Conversion as issued by the Delaware Secretary of State

If you have any questions, please contact either Ms. Kothari at 412 355 8263 or me at 412 355 6471.

Thank you for your attention to this matter.

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
(1-3 MUST BE COMPLETED)

F98000005985

(Document number of corporation (if known))

1. TeleTracking Technologies, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. 10/28/1998

(Date authorized to do business in Florida)

**SECTION II**  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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


6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kirk Stephen

(Typed or printed name of person signing)

Exec. VP, COO & CFO

(Title of person signing)

**FILED**  
2009 JUN 15 PM 3:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A PENNSYLVANIA CORPORATION TO A DELAWARE CORPORATION OF "TELETRACKING TECHNOLOGIES, INC.", WAS FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 2008, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

4571663 8317

090613620

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7359110

DATE: 06-12-09

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF CONVERSION OF, FILED IN THIS OFFICE  
ON THE SEVENTH DAY OF JULY, A.D. 2008, AT 11:30 O'CLOCK A.M.



4571663 8100Z

090617348

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7361564

DATE: 06-15-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 07/07/2008  
FILED 11:30 AM 07/07/2008  
SRV 080759359 - 4571663 FILE

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Pennsylvania.
- 2.) The jurisdiction immediately prior to filing this Certificate is Pennsylvania.
- 3.) The date the Non-Delaware Corporation first formed is 7-29-1998.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is TeleTracking Technologies, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is TeleTracking Technologies, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 3<sup>rd</sup> day of July, A.D. 2008.

By: Kirk Stephen

Name: Kirk Stephen

Print or Type

Title: CHIEF FINANCIAL OFFICER

Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 07/07/2008  
FILED 11:30 AM 07/07/2008  
SRV 080759359 - 4571663 FILE

**CERTIFICATE OF INCORPORATION  
OF  
TELETRACKING TECHNOLOGIES, INC.**

**FIRST:** The name of the Corporation is TeleTracking Technologies, Inc.

**SECOND:** The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares which the Corporation shall have authority to issue is 120,000,000 shares of capital stock, of which 100,000,000 shares shall be designated Common Stock, having a par value of \$.01 per share, and 20,000,000 shares shall be designated Preferred Stock, having a par value of \$.01 per share. The voting powers, designations and relative rights and preferences of the two classes of capital stock are set forth below. Except as otherwise provided by law or by the resolution or resolutions adopted by the Board of Directors designating the rights, powers, and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of shareholders at which they are not entitled to vote.

**A. COMMON STOCK**

**1. POWERS, RIGHTS AND PREFERENCES.** The Common Stock shall be without distinction as to powers, rights and preferences and as to the qualifications, limitations or restrictions thereof. At every annual or special meeting of the stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in such holder's name on the stock transfer records of the Corporation in connection with all matters on which stockholders are generally entitled to vote. The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof.

**2. DIVIDENDS.** After the requirements regarding preferential dividends on Preferred Stock, if any, have been met and after the Corporation has complied with all the requirements, if any, regarding the setting aside of sums as sinking funds or redemption or purchase accounts, and subject further to any preferential rights, if any, of the Preferred Stock, then, but not otherwise, the holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the Board of Directors.

**3. LIQUIDATION, DISSOLUTION OR WINDING UP.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the



Corporation and of the preferential amounts, if any, to which the holders of Preferred Stock may be entitled, the holders of Common Stock shall be entitled to share ratably, in proportion to the number of shares of Common Stock held by each, in the remaining net assets of the Corporation.

## B. PREFERRED STOCK

1. *ISSUANCE BY BOARD RESOLUTION; SERIES.* The Preferred Stock may be issued in one or more classes or series, with such voting rights, dividend rights, redemption rights, rights upon dissolution, conversion or exchange rights, designations, preferences and other special rights, if any, and qualifications or restrictions thereof as shall be set forth in the resolution or resolutions provided for the issue of such Preferred Stock, or classes or series thereof, adopted at any time or from time to time by the Board of Directors of the Corporation.

*FIFTH:* The term for which the Corporation is to exist is perpetual.

*SIXTH:* In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, a majority of the entire Board of Directors is expressly authorized to adopt, amend and repeal the bylaws.

*SEVENTH:* The Corporation reserves the right to alter, amend or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

*EIGHTH:* To the fullest extent that the law of the State of Delaware permits the elimination of the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or any failure to take any action. No amendment to or repeal of this Article Eighth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or failure to act on the part of such director occurring prior to such amendment or repeal.

*NINTH:* To the fullest extent permitted by the law of the State of Delaware, the Corporation shall indemnify any director or officer and may, in the discretion of the Board of Directors, indemnify any employee or other representative of the Corporation who was or is a party or is threatened to be made a party to, or otherwise becomes involved in any threatened or pending action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) and may take such steps as may be deemed appropriate by the Corporation including without limitation purchasing and maintaining insurance, to provide for the payment of such amount as may be necessary to effect such indemnification.

**TENTH:** Except as otherwise provided in the General Corporation Law of the State of Delaware, the entire Board of Directors, or any class of the Board, or any individual director may be removed from office with or without assigning any cause, by the affirmative vote at a meeting called for that purpose of a majority in interest of the voting stock of the Corporation issued and outstanding, or of the holders of a class or series of shares, entitled to elect directors or the class of directors.

**ELEVENTH:** The name and mailing address of the incorporator are:  
Caroline S. Lascek, K&L Gates LLP, 535 Smithfield Street, Henry W. Oliver Building,  
Pittsburgh, Pennsylvania 15222.

**TWELFTH:** At all elections of directors of the Corporation, each holder of stock or of any class or classes or of a series or series thereof shall be entitled to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) such holder would be entitled to cast for the election of directors with respect to such holder's shares of stock multiplied by the number of directors to be elected by such holder, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any 2 or more of them as such holder may see fit.

**THIRTEENTH:** The following persons are to serve as directors of the Corporation until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
Anthony M. Sanzo	Times Building, 336 Fourth Avenue Pittsburgh, PA 15222
Kirk Stephen	Times Building, 336 Fourth Avenue Pittsburgh, PA 15222
Michael G. Zamaglas	Times Building, 336 Fourth Avenue Pittsburgh, PA 15222

[signature page follows]

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 2<sup>nd</sup> day of July, 2008.

Caroline S. Lascek  
Caroline S. Lascek, Incorporator