

F99000000576



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 116354 4307980

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : January 28, 1999

ORDER TIME : 3:29 PM

ORDER NO. : 116354-005

CUSTOMER NO: 4307980

CUSTOMER: Ginny Mulroy, Legal Assistant
Wilmer, Cutler & Pickering
2445 M Street, N.w.

Washington, DC 20037

000002759580--0

FOREIGN FILINGS

NAME: ELECTRONIC TRACKING SYSTEMS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 AM 8:11
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RECEIVED
99 JAN 29 PM 4:09
DIVISION OF CORPORATION

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. Electronic Tracking Systems 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. 75-2233202
(FEI number, if applicable)
4. 7/1/88
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not transacted business.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Metrocall, Inc.
6910 Richmond Highway, Alexandria, VA 22306
(Current mailing address)
8. Any lawful purpose for which corporations may be organized.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

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: Carol K. Dale
(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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Shirley B. White
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Shirley B. White, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors

**ELECTRONIC TRACKING SYSTEMS INC.
DBA PRONET TRACKING SYSTEMS, INC.
LIST OF DIRECTORS**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Vincent D. Kelly	Vice President, CFO, Secretary	6677 Richmond Highway Alexandria, VA 22306

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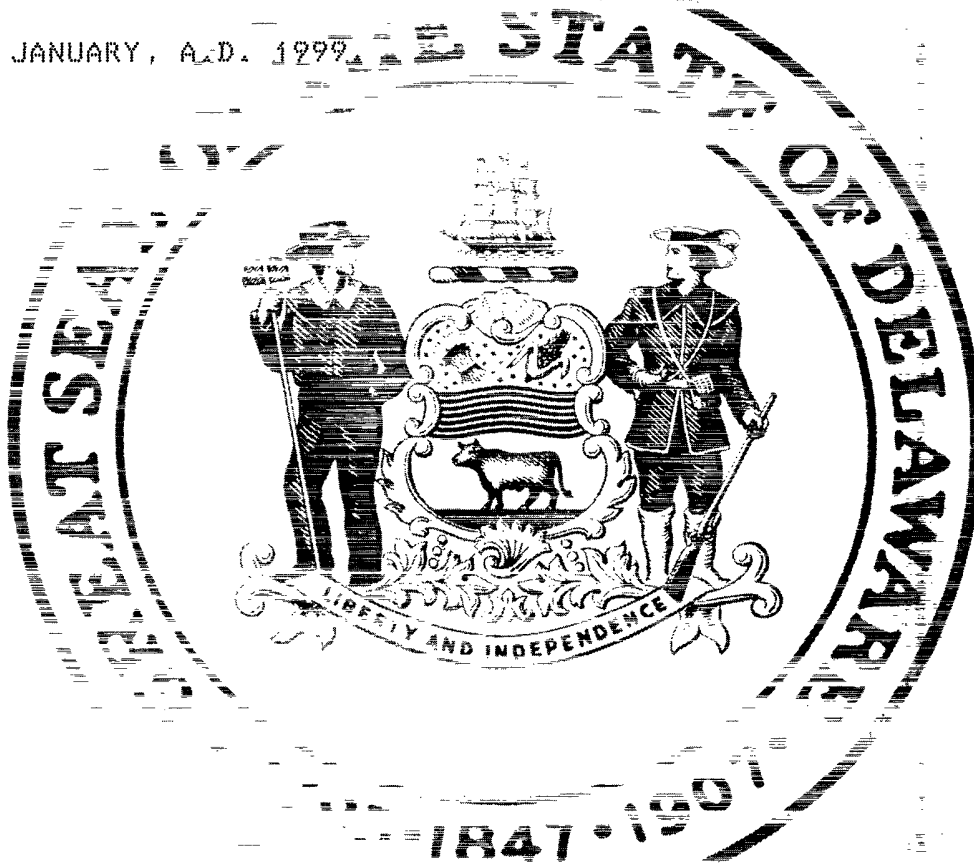
**ELECTRONIC TRACKING SYSTEMS INC.
DBA PRONET TRACKING SYSTEMS, INC.
LIST OF OFFICERS**

<u>Name</u>	<u>Title</u>	<u>Address</u>
William L. Collins, III	President, CEO	6677 Richmond Highway Alexandria, VA 22306
Steven D. Jacoby	Vice President, COO	6677 Richmond Highway Alexandria, VA 22306
Vincent D. Kelly	Vice President, CFO, Secretary	6677 Richmond Highway Alexandria, VA 22306
Shirley B. White	Assistant Secretary	6910 Richmond Highway Alexandria, VA 22306

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELECTRONIC TRACKING SYSTEMS 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 TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999.



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Edward J. Freel

Edward J. Freel, Secretary of State 2547550

AUTHENTICATION:

01-28-99

DATE: