

L02000028505

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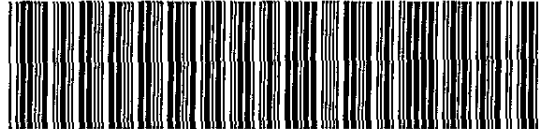
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TALLAHASSEE, FLORIDA

ROBERT E. WARD AND ASSOCIATES, P.C.
ATTORNEYS-AT-LAW

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ROBERT E. WARD, JD, LL.M. (TAXATION)
(MD, CA, WA)
RICHARD S. CHISHOLM, JD, CPA (MD)
DEBORAH G. MATTHEWS, JD (MD, VA, DC)
TODD D. SPIGNARDO, JD (MD, VA, DC)

November 6, 2002

Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Merger for Capital Auto Tracking Systems, LLC along with a check in the amount of \$25 to cover the filing fee.

I have also enclosed a copy of the Joint Informal Action of each Company involved in the merger.

Please do not hesitate to contact me if you have any questions or require additional information.

Sincerely,



Robert E. Ward

REW/lis
Enclosures
cc: Mark S. Loesberg (w/o enclosures)

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PLEASE REPLY TO:
BETHESDA
02 DEC 11 AM 8 53
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CAPITAL AUTO TRACKING SYSTEMS, LLC, A NEW HAMPSHIRE LLC NOT
QUALIFIED IN FLORIDA

INTO

CAPITAL AUTO TRACKING SYSTEMS, LLC, a Florida entity, L02000028505.

File date: December 11, 2002

Corporate Specialist: Buck Kohr

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02 DEC 11 AM 8:53
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CAPITAL AUTO TRACKING SYSTEMS, LLC
a New Hampshire Limited Liability Company

INTO

CAPITAL AUTO TRACKING SYSTEMS, LLC
a Florida Limited Liability Company

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TALLAHASSEE FLORIDA
L02000028505

These Articles of Merger, dated this 15th day of October, 2002, pursuant to Section 608-4382 of the Florida Statutes Annotated, as amended, (hereinafter referred to as the "FSA") is entered into by and between the Companies named in Article Second, which are referred to herein collectively as the "Constituent Companies".

FIRST: CAPITAL AUTO TRACKING SYSTEMS, LLC, a New Hampshire limited liability company (hereinafter referred to as "C.A.T.S., LLC" or "Disappearing Company") and CAPITAL AUTO TRACKING SYSTEMS, LLC, a Florida limited liability company ("Surviving Company") have agreed that the Disappearing Company shall merge with and into the Surviving Company and the separate existence of the Disappearing Company shall cease (the "Merger") pursuant to the Plan and Agreement of Merger attached hereto as "Exhibit A" and incorporated herein by this reference as if set forth in full.

SECOND: The name and state of organization of the Constituent Companies are set forth below:

<u>Name</u>	<u>State</u>
C.A.T.S., LLC	New Hampshire
CAPITAL AUTO TRACKING SYSTEMS, LLC	Florida

THIRD: Prior to the Effective Date, the Members of the Disappearing Company and the Surviving Company and the interest of each Member in the capital and profits of the Disappearing Company and the Surviving Company are as follows:

<u>Name of Company</u>	<u>Name of Member</u>	<u>Profits Interest</u>	<u>Capital Interest</u>
C.A.T.S., LLC	George Frey	25%	25%
C.A.T.S., LLC	Gabriel K. Piorko	25%	25%
C.A.T.S., LLC	Mark S. Loesberg	25%	25%
C.A.T.S., LLC	H. Gordon Zaritsky	25%	25%
Capital Auto Tracking Systems, LLC	George Frey	25%	25%
Capital Auto Tracking Systems, LLC	Gabriel K. Piorko	25%	25%
Capital Auto Tracking Systems, LLC	Mark S. Loesberg	25%	25%
Capital Auto Tracking Systems, LLC	H. Gordon Zaritsky	25%	25%

FOURTH: Pursuant to the Agreement and Plan of Merger, the numbers of the Disappearing Company shall become the numbers of the Surviving Company and shall own and hold the following capital and profit interest in the Surviving Company:

<u>Name of Surviving Company</u>	<u>Name of Member</u>	<u>Profits Interest</u>	<u>Capital Interest</u>
Capital Auto Tracking Systems, LLC	George Frey	25%	25%
Capital Auto Tracking Systems, LLC	Gabriel K. Piorko	25%	25%
Capital Auto Tracking Systems, LLC	Mark S. Loesberg	25%	25%
Capital Auto Tracking Systems, LLC	H. Gordon Zaritsky	25%	25%

FIFTH: The Plan and Agreement of Merger describing the Merger was duly advised, authorized, and approved in the manner and by the vote required by the Members of the Disappearing Company in accordance with the laws of the State of New Hampshire.

SIXTH: The Plan and Agreement of Merger describing the Merger was duly advised, authorized, and approved in the manner and by the vote required by the Members of the Surviving Company in accordance with FSA Section 608.4381.

SEVENTH: These Articles of Merger shall be effective as of the date it is approved by the Florida Secretary of State's office ("Effective Date").

EIGHTH : Upon the Effective Date:

(a) the assets and liabilities of the Disappearing Company shall be transferred to the books of the Surviving Company at the amount at which they are then carried on the Disappearing Company's books, subject to such adjustments, if any, as may be necessary to conform to the Surviving Company's accounting procedures; and

(b) all of the property rights, privileges, immunities, powers, purposes and franchises of Disappearing Company and all property, real, personal and mixed, and all debts due to Disappearing Company on any account shall be vested in the Surviving Company and shall thereafter be the sole property of the Surviving Company in the same manner in which they were previously the sole property of the Disappearing Company; and

(c) all debts, liabilities, obligations and duties of Disappearing Company shall become the debts, liabilities, obligations and duties of Surviving Company, and shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it; and

NINTH: The separate existence of the Disappearing Company, except insofar as continued by statute, shall cease at the close of business on

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TALLAHASSEE, FLORIDA


(a) the date These Articles of Merger, approved, certified, executed and acknowledged by Disappearing Company and Surviving Company as required by laws of the State of New Hampshire, is filed with the New Hampshire Secretary of State's office or

(b) the date Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Disappearing Company and Surviving Company as required by the laws of the State of Florida, are filed with the Florida Secretary of State's office whichever shall last occur.

IN WITNESS WHEREOF, These Articles of Merger is hereby signed for and on behalf of C.A.T.S., LLC, a New Hampshire limited liability company, by all of its Members who do hereby acknowledge that These Articles of Merger is the unanimous act of the members of C.A.T.S., LLC and who do hereby state under penalty of perjury that the matters and facts set forth herein with respect to authorization and approval of said Merger are true in all material respects to the best of their knowledge, information, and belief. These Articles of Merger is hereby signed for and on behalf of CAPITAL AUTO TRACKING SYSTEMS, LLC, a Florida limited liability company, by all of its Members who do hereby acknowledge that These Articles of Merger is the unanimous act of the members of CAPITAL AUTO TRACKING SYSTEMS., LLC and who do hereby state under penalty of perjury that the matters and facts set forth herein with respect to approval of said Merger are true in all material respects to the best of their knowledge, information, and belief.

C.A.T.S., LLC
a New Hampshire limited liability company

CAPITAL AUTO TRACKING SYSTEMS, LLC
a Florida limited liability company


MARK S. LOESBERG, Member


MARK S. LOESBERG, Member


H. GORDON ZARITSKY, Member


H. GORDON ZARITSKY, Member


GEORGE FREY, Member


GEORGE FREY, Member


GABRIEL K. PIORKO, Member


GABRIEL K. PIORKO, Member

EXHIBIT A

CAPITAL AUTO TRACKING SYSTEMS, LLC
a New Hampshire Limited Liability Company
and

CAPITAL AUTO TRACKING SYSTEMS, LLC
a Florida Limited Liability Company

PLAN AND AGREEMENT OF MERGER

02 DEC 11 AM 8:53
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger (this "Agreement") is entered into as of the 15th day of October, 2002, by and between CAPITAL AUTO TRACKING SYSTEMS, LLC, a New Hampshire limited liability company (hereinafter referred to as "C.A.T.S., LLC" or "Disappearing Company") and CAPITAL AUTO TRACKING SYSTEMS, LLC, a Florida limited liability company ("Surviving Company"). The Disappearing Company and Surviving Company are sometimes referred to herein as the "Constituent Companies".

WHEREAS, the Disappearing Company was organized under the laws of the State of New Hampshire on November 6, 2001 and is comprised of four members (the "Members of the Disappearing Company") each having an equal twenty-five percent (25%) interest in the capital and profits of the Disappearing Company; and

WHEREAS, the Surviving Company was organized under the laws of the State of Florida on September __, 2002 and is comprised of four members (the "Members of the Surviving Company") each having an equal twenty-five (25%) interest in the capital and profits of the Surviving Company; and

WHEREAS, the respective members of the Disappearing Company and the Surviving Company deem it advisable and in the best interests of their respective Companies to merge C.A.T.S., LLC with and into CAPITAL AUTO TRACKING SYSTEMS, LLC (the "Merger") and to enter into and perform this Agreement pursuant to the laws of New Hampshire and Florida; and

WHEREAS, the members of the Disappearing Company and the Surviving Company have adopted this Plan and Agreement of Merger pursuant to and in compliance with the requirements of Section 304-C:19 of the New Hampshire Revised Statutes Annotated (the "New Hampshire Statutes") and Section 608.4381 of the Florida Statutes Annotated (the "Florida Statutes").

NOW, THEREFORE, the Disappearing Company and Surviving Company hereby agree as follows:

ONE: Merger. Subject to the terms and conditions hereof, the Disappearing Company shall be merged with and into Surviving Company, the separate existence of the Disappearing Company will cease, Surviving Company shall continue as a Surviving Company under the laws of the State

of Florida (the "Surviving Company") and the Members of the Disappearing Company shall continue as Members of the Surviving Company as provided in SECTION FOUR below, effective on filing the Certificate of Merger attached hereto as "Exhibit A" and incorporated herein by this reference as if set forth in full with the New Hampshire Secretary of State's office and filing of the Articles of Merger attached hereto as "Exhibit B" and incorporated herein by this reference as if set forth in full with the Florida Secretary of State's office, whichever shall last occur (the "Effective Date").

TWO: Registered Office of the Surviving Company. The registered office of the Surviving Company after the Merger will be at 1601 North Palm Avenue, Suite 301c, Pembroke Pines, Florida 33026 and the name of the Registered Agent of the Surviving Company at such address will be DONALD L. EISENBERG.

THREE: Managing Member. The management of the Surviving Company shall be vested in a single managing member: H. GORDON ZARITSKY whose address is 1905 Brentwood Road, N.E., Washington, D.C. 20090.

FOUR: Conversion of Members' Interest. Upon the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Companies or their respective Members, the Members of the Disappearing Company shall be and continue as Members of the Surviving Company, each Member having an equal twenty-five percent (25%) interest in the capital and profits of the Surviving Company.

FIVE: Status and Rights of Surviving Company. Immediately after the Merger, the Surviving Company shall possess all the rights, privilege and powers, whether of a public or private nature, attributable to the Disappearing Company, and all property, whether real, personal or mixed, whether tangible or intangible, and all debts due to the Disappearing Company shall be vested in the Surviving Company and all and every other interest of the Disappearing Company shall thereafter become the property of the Surviving Company as effectively as when they were the property of the Disappearing Company, and the title to any real estate, whether by deed or otherwise, vested in the Disappearing Company or the Surviving Company, shall not revert or be in any way impaired by reason of the Merger. Immediately after the Merger, all rights of creditors and all liens upon any property of the Constituent Companies shall be preserved unimpaired, and all debts, liabilities, obligations and duties of the Constituent Companies shall hereafter attach to the Surviving Company, and may be enforced against the Surviving Company to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

SIX: Further Assurances. From time to time, as and when required by Surviving Company or by its successors and assigns, including, without limitation, the Surviving Company, there shall be executed and delivered on behalf of Disappearing Company such deeds and other instruments and there shall be taken or caused to be taken by Disappearing Company such further and other action, as shall be appropriate or necessary in order to vest, perfect in, to conform of record or otherwise in the Surviving Company the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Disappearing Company and otherwise to carry out

the purposes of this Agreement, and the Managing Member of Surviving Company are fully authorized in the name of and on behalf of Disappearing Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

SEVEN: Termination. Notwithstanding the approval of this Agreement by the Members of the Disappearing Company, this Agreement may be terminated by the mutual consent of the Members of the Constituent Companies at any time prior to the Effective Date.

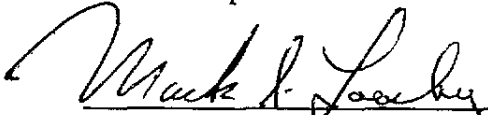
EIGHT: Amendment. This Agreement may be amended by the mutual consent of the Members of the Constituent Companies prior to the filing of this Agreement or related Articles of Merger subject to the restrictions of the Florida Statutes and the New Hampshire Statutes.

NINE: Miscellaneous. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same document. This Agreement constitutes the entire Agreement of the parties with respect to the subject matter hereof and supersedes any prior or contemporaneous agreements, whether oral or written, relating thereto.

IN WITNESS WHEREOF, the Constituent Companies, by signature of all of their respective Members, have duly executed this Plan and Agreement of Merger as of the date first written above.

C.A.T.S., LLC
a New Hampshire Limited Liability Company

DATE:


MARK S. LOESBERG, Member

10/15/02


H. GORDON ZARITSKY, Member

10/17/02


GEORGE FREY, Member

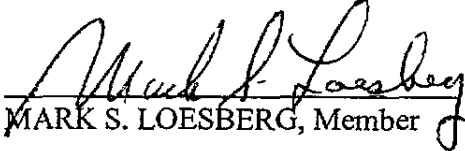
10/15/02


GABRIEL PIORKO, Member

10/15/02

CAPITAL AUTO TRACKING SYSTEMS, LLC
a Florida Limited Liability Company

DATE:


MARK S. LOESBERG, Member

10/15/02


H. GORDON ZARITSKY, Member

10/17/02


GEORGE FREY, Member

10/15/02


GABRIEL PIORKO, Member

10/15/02

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TALLAHASSEE, FLORIDA

JOINT
INFORMAL ACTION OF THE MEMBERS
OF
CAPITAL AUTO TRACKING SYSTEMS, LLC
a Florida Limited Liability Company

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02 DEC 11 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the Members of CAPITAL AUTO TRACKING SYSTEMS, LLC, a Florida limited liability company (the "Company") pursuant to Section 3.6 of the Operating Agreement of the Company dated September ____, 2002 hereby adopt the following resolutions by Informal Action:

RESOLVED, that CAPITAL AUTO TRACKING SYSTEMS LLC, a New Hampshire limited liability company, shall be merged with and into the Company (the "Merger") pursuant to the Plan and Agreement of Merger (which is attached hereto as "Exhibit A" and incorporated herein by this reference as if set forth in full), effective upon the filing of the Certificate of Merger (which is attached hereto as "Exhibit B" and incorporated herein by this reference as if set forth in full) with the New Hampshire Secretary of State's office or the filing of the Articles of Merger (which is attached hereto as "Exhibit C" and incorporated herein by this reference as if set forth in full) with the Florida Secretary of State's office, whichever shall last occur; and

RESOLVED, that the Company shall survive the merger; and

RESOLVED, the Merger shall be on substantially the same terms and conditions set forth in the Articles of Merger and the Plan and Agreement of Merger; and

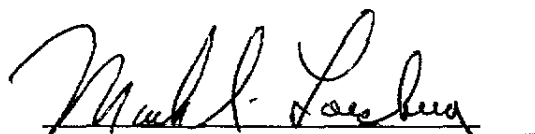
RESOLVED, that the Company shall file the Articles of Merger and the Plan and Agreement of Merger with the Florida Secretary of State's office; and

RESOLVED, that the Company shall take any and all action and the Members shall execute, acknowledge, seal, and file any and all instruments and documents deemed necessary to effect the merger contemplated by the Articles of Merger and the Agreement and Plan of Merger.

IN WITNESSETH WHEREOF, the undersigned Members, constituting all of the Company's Members, have executed this Informal Action as of the dates set forth below hereby waiving their right to notice as required by Florida Statutes Annotated Section 608.4381(3).

MEMBERS:

DATE:


MARK S. LOESBERG, Member

10/15/02


H. GORDON ZARITSKY, Member
Manager

10/17/02


GEORGE FREY, Member

10/15/02


GABRIEL K. PIORKO, Member

10/15/02

FILED
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TALLAHASSEE, FLORIDA

JOINT

INFORMAL ACTION OF THE MEMBERS

CAPITAL AUTO TRACKING SYSTEMS, LLC
a New Hampshire Limited Liability Company

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, constituting all of the Members of CAPITAL AUTO TRACKING SYSTEMS, LLC, a New Hampshire limited liability company (the "Company") pursuant to Section 9.6 of the Operating Agreement of the Company dated November 6, 2001, hereby adopt the following resolutions by Informal Action:

RESOLVED, that the Company shall be merged with and into CAPITAL AUTO TRACKING SYSTEMS, LLC, a Florida limited liability company (the "Merger"), effective upon filing the Certificate of Merger (which is attached hereto as "Exhibit A" and incorporated herein by this reference as if set forth in full) with the New Hampshire Secretary of State's office or filing the Articles of Merger and an Agreement and Plan of Merger (which are attached hereto and incorporated herein by this reference as if set forth in full) with the Florida Secretary of State's office, whichever shall last occur; and

RESOLVED, that the Company shall not survive the merger; and

RESOLVED, the Merger shall be on substantially the same terms and conditions set forth in the Certificate of Merger; and

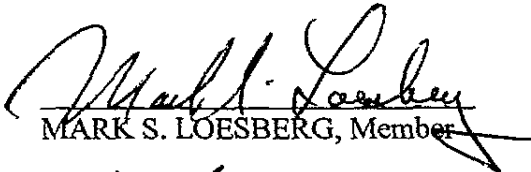
RESOLVED, that the Company shall file the Certificate of Merger with the New Hampshire Secretary of State's office; and

RESOLVED, that the Company shall take any and all action and the Members shall execute, acknowledge, seal, and file any and all instruments and documents deemed necessary to effect the merger contemplated by the Certificate of Merger.

IN WITNESSETH WHEREOF, the undersigned stockholders and directors, constituting all of the Company's Members, have executed this Informal Action as of the dates set forth below.

MEMBERS:


DATE:


MARK S. LOESBERG, Member


10/15/02


H. GORDON ZARITSKY, Member

10/15/02


GEORGE FREY, Member
Manager

10/15/02


GABRIEL K. PIORKO, Member

10/15/02

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TALLAHASSEE, FLORIDA