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Requester's Name

G. J. Hutton Phone (813) 689-5559

Hutton Quality Care

115 B. Lithia Pincrest Rd.

Dept./Floor/Suite/Room

Brandon State FL ZIP 33511

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

200003301432--3
-05/22/00-01077-020
*****79.00 *****79.00

1. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

00 JUN 22 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

T. SMITH JUN 26 2000

Examiner's Initials

ARTICLES OF INCORPORATION
OF
SAT-TRAX TECHNOLOGIES INTERNATIONAL INC.

The Undersigned subscriber to these Articles of Incorporation hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be SAT-TRAX TECHNOLOGIES INTERNATIONAL INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

1920 Hacienda way
Holiday, Florida 34690

Name and address of the initial registered agent is

John D. McAlister
4809 Double D Circle
Tampa, Fla. 33610

The Board of Directors may, from time to time ,designate such other address and place for the principle office of this corporation as it may deems fit.

ARTICLE III

NATURE OF THE BUSINESS

The nature of business of this corporation shall be providing services to individuals and groups that are needing Surveillance and GPS Tracking Service. Providing communication link by cellular, satellite and the Ardimis system for consumer and commercial use. Renting and leasing GPS trackers for public use and commercial applications.

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at anytime is One Hundred Thousand (100,000) shares of common stock, each having the Par Value of \$1.00.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which the corporation shall begin business One Hundred Thousand (\$100,000.00) Dollars

ARTICLE VI

TERM OF EXISTENCE

This corporation will have perpetual existence

ARTICLE VII

DIRECTORS

The Corporation shall have (1) Director initially. The number of directors may be changed from time to time by the By-Laws.

ARTICLE VIII

MANAGEMENT

The business and affairs of the corporation shall be managed by the shareholders of the corporation and the Board of Directors.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the first Board of Directors and subscribers who shall hold office until their successors are elected and have qualified, are as follows:

John D. McAlister
4809 Double D Circle
Tampa , Fla. 33610

ARTICLE X

EFFECTIVE DATE

These Articles of incorporation shall be effective upon filing with the Secretary of State.

ARTICLE XI

BY-LAWS

The By-Laws of this corporation shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By Laws may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regular scheduled meeting.

ARTICLE XII

STOCK RESTRICTIONS

Restrictions of stock: No holder of shares of stock of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this corporation which he owns or may hereafter acquire except as follows:

(A) Sale during lifetime

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime shall offer to sell his stock interest to the corporation . The corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

(B) Purchase of stock upon shareholders death

Upon the death of a shareholder, the legal representative within six (6) month after the death of the shareholder shall offer to sell all of the decedent's shares to the corporation for the price and upon the terms and conditions as provided by the By-Laws of this corporation.

In the event that this corporation is unable to purchase all or part of the shares of stock owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining stockholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, or the remaining shareholders, the selling shareholder may dispose of his stock to another person.

NOTICE of SALE OF STOCK: The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the corporation. The corporation shall there-upon have thirty (30) days in which to make their purchase.

Endorsement on Stock Certificates: All certificates of this corporation owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation".

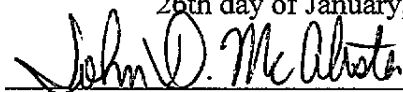
ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholder's meeting by a majority vote thereon, unless all the Directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, we have hereto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this

26th day of January, 2000



John D. McAlister

I, accept the designation as registered agent for Sat-Trax Technologies International Inc.



John D. McAlister

STATE OF Florida

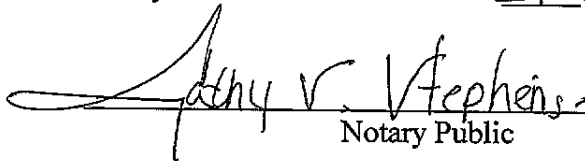
COUNTY OF Hillsborough

BEFORE ME, an officer duly authorized to take acknowledgments, on this day personally
appeared John D. McAlister who presented to me Florida Drivers Liccense

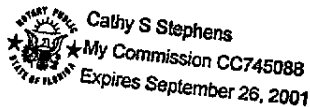
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who is to me well known to me to be the person who executed the foregoing Articles Of
Incorporation for the Purposes herein stated.

WITNESS my hand and official seal this 27 th day of January, 2000


Notary Public

My commission expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA