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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From: Rosa Wong, Legal Assistant

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

Dear Filing Officer:

Please file the attached Articles of Incorporation in Florida with today's date 11/29/01. Thank you.

FLORIDA PROFIT CORPORATION OR P.A.

ALLTRAX TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
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T. SMITH NOV 29 2001

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ARTICLES OF INCORPORATION
OF
ALLTRAX TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of the corporation is ALLTRAX TECHNOLOGIES, INC. (hereinafter called the "Corporation").

ARTICLE 2

Address

The street address of the initial principal office and the mailing address of the corporation is 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129.

ARTICLE 3

Authorized Shares

The number of shares that the Corporation is authorized to issue is:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
10,000,000	\$ 0.00001	Common

ARTICLE 4

Registered Office and Agent

The street address of the Corporation's initial registered office is 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129, and the name of its initial registered agent at that office is Alexander Daly.

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ARTICLE 5

Incorporator

The name of the Incorporator is Alexander Daly and the address of the Incorporator is 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129.

ARTICLE 6

Initial Directors

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

Alexander Daly
1643 Brickell Avenue
Suite 3502
Miami, Florida 33129

Gary Goldfarb
1643 Brickell Avenue
Suite 3502
Miami, Florida 33129

ARTICLE 7

Indemnification of Officers and Directors

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 29 day of November, 2001.



ALEXANDER DALY, Incorporator

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**CONSENT OF REGISTERED AGENT
OF
ALLTRAX TECHNOLOGIES, INC.**

The undersigned, ALEXANDER DALY, whose business address is 1643 Brickell Avenue, Suite 3502, Miami, Florida 33129, hereby accepts appointment as the initial registered agent of ALLTRAX TECHNOLOGIES, INC., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of Florida Statutes.



ALEXANDER DALY, Registered Agent

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