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Tallahassee, Florida 32301
Telephone: (850) 577-0398
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Reply to: Fort Lauderdale

June 6, 2002

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/10/02--01074--002
*****78.75 *****78.75

Re: MDT TRACKING, INC.
Our File No.: 02052

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of MDT TRACKING, INC. We also enclose our check in the amount of \$78.75 representing:

Filing fee	\$ 35.00
Certificate designating registered agent	35.00
Certified copy of Articles of Incorporation	8.75
TOTAL FEE:	<u>\$78.75</u>

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with the Certificate designating registered agent, certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,

COLODNY, FASS, TALENFELD, KARLINSKY
& ABATE, P.A.

Howard M. Talenfeld

HMT:dr

Enclosures:

Original and 1 of Articles
Check for \$78.75
Return envelope

FILED
202 JUN 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/10/02
6

ARTICLES OF INCORPORATION

OF

MDT TRACKING, INC.

FILED

02 JUN 10 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: MDT TRACKING, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To engage in the business of advertising, tracking, and database services;
- (b) To sue and be sued, complain, and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (g) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (h) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by

mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (i) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (j) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (k) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;
- (o) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (p) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
- (q) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;

- (r) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) share of common stock at a par value of \$.01 per share.

ARTICLE IV

The registered principal office of this corporation will be 9 Southeast 9th Avenue, Suite 3, Fort Lauderdale, Florida 33301.

ARTICLE V

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mitchell Talenfeld	9 Southeast 9 th Avenue, Suite 3, Fort Lauderdale, Florida 33301
Todd Beauregard	9 Southeast 9 th Avenue, Suite 3, Fort Lauderdale, Florida 33301

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

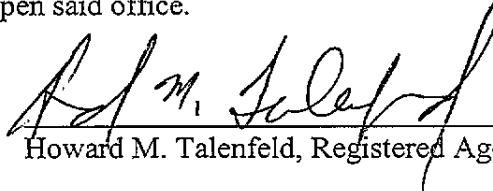
ARTICLE VI

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That Mitchell Talenfeld, desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 9 Southeast 9th Avenue, Suite 3, Fort Lauderdale, Florida 33301, City of Fort Lauderdale, State of Florida, has named Howard M. Talenfeld as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Howard M. Talenfeld, Registered Agent

ARTICLE VII

The name and address of the subscribers to the Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mitchell Talenfeld	9 Southeast 9 th Avenue, Suite 3, Fort Lauderdale, Florida 33301
Todd Beauregard	9 Southeast 9 th Avenue, Suite 3, Fort Lauderdale, Florida 33301

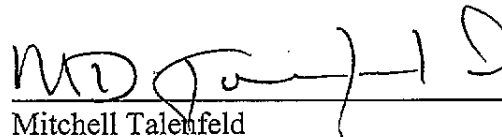
ARTICLE VIII

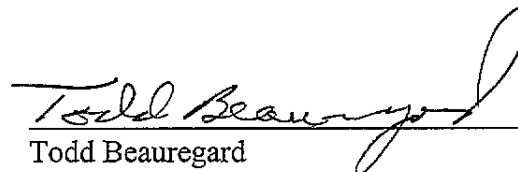
The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and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

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5th June day May, 2002.

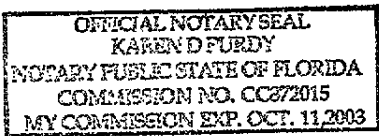

Mitchell Talenfeld


Todd Beauregard

STATE OF FLORIDA :
: SS.
COUNTY OF Broward :

The foregoing instrument was acknowledged before me this 5th day of June, 2002, by Mitchell Talenfeld and Todd Beauregard, who are personally known to me or who have produced _____ as identification.

My commission expires:



Karen D. Furdy
Signature of Acknowledger

Karen D. Furdy
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

N/A
Serial Number, if any