

TRANSMITTAL LETTER
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VIA OVERNIGHT LETTER

September 25, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

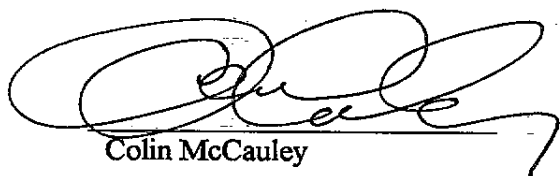
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*****78.75 *****78.75

SUBJECT: GPS TRACK-STAR MARKETING, INC.

Enclosed are the original and one (1) copy of the articles of incorporation and a check for made out to Florida Department of State in the amount of \$78.75 for the Filing Fee and Certified Copy for the above-mentioned corporation.

FROM: Colin McCauley
3921 N.W. 78th Terrace
Davie, FL 33024
Tel. 954-214-8056

Cordially,


Colin McCauley


Robert Raypole

ORIGINAL AND ONE COPY ENCLOSED.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
GPS TRACK-STAR MARKETING, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is **GPS TRACK-STAR MARKETING, INC.** (hereinafter referred to as the "Corporation").

ARTICLE 2 - PRINCIPAL OFFICE

The Corporation shall engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The physical address of this Corporation is 3921 N.W. 78th Terrace, Davie, FL 33024.

ARTICLE 4- MAILING ADDRESS

The mailing address of this Corporation is **GPS TRACK-STAR MARKETING, INC., 3921 N.W. 78th Terrace, Davie, FL 33024.**

ARTICLE 5 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Pamela Raypole
5306 S.W. 76th Avenue
Davie, FL 33328

ARTICLE 6 – CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE MILLION (1,000,000) shares of common stock, each share having the par value of ONE CENT (\$0.01).
- 6.2 No holders of shares of stock of any class shall have any preemptive right to subscribe or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into its shares of its stock of any class, whether now or hereby authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions and limitations, if any, as may be set forth in the by-laws of the Corporation.
- 6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE 7 – POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - REGISTERED OWNER (S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered in the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at 4800 S.W. 64th Avenue, Suite 102, Davie, FL 33314. The name and address of the registered agent of this Corporation is Jack McCauley, Sr., 4800 S.W. 64th Avenue, Suite 102, Davie, FL 33314.

ARTICLE 11 - BYLAWS

The Board of Director(s) of the Corporation shall have the power, without assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

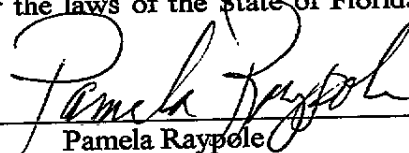
These Articles of Incorporation shall be effective September 26, 2002.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision to these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25 day of September, 2002.

BY:

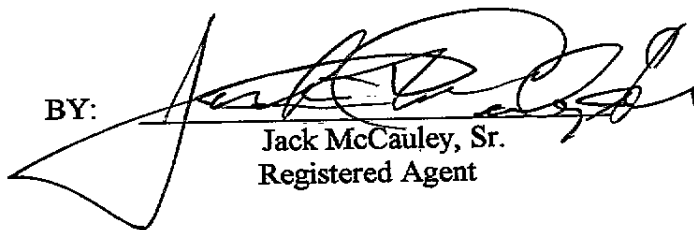


Pamela Raypole
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Jack McCauley, Sr., 4800 S.W. 64th Avenue, Suite 102, Davie, FL 33314, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

BY:



Jack McCauley, Sr.
Registered Agent

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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