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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0381

From:

Account Name : MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
Account Number : I200000000078
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Virtual VehicleWare, Inc.

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9-23-03

**ARTICLES OF INCORPORATION
OF**

Virtual VehicleWare, Inc.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Virtual VehicleWare, Inc. Its business mailing address is 272 S.E. 5th Avenue, Delray Beach, Florida 33483.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 272 S.E. 5th Avenue, Delray Beach, Florida 33483, and the initial registered agent of this Corporation at such office shall be Michael P. Sheinson, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with

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respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the Director comprising the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Michael P. Sheinson	272 S.E. 5 th Avenue, Delray Beach, Florida 33483

ARTICLE VII - INDEMNIFICATION

The Corporation is authorized to indemnify its officers and directors against liability and expenses arising from their service on behalf of the Corporation to the maximum extent permitted by Florida law.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	One S.E. Third Avenue, Suite 2200, Miami, Florida 33131


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Robert B. Macaulay, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Virtual VehicleWare, Inc. were acknowledged before me this 22 day of September 2003, by Robert B. Macaulay, as Incorporator, who is personally known to me.

[SEAL]

Printed name: 
Notary Public, State of Florida



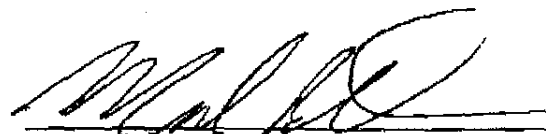
Gladys Vasquez Kropp
Commission # DD 036858
Expires July 30, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

My commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Virtual VehicleWare, Inc. at the place designated in the Articles of Incorporation, Michael P. Sheinson agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: September __, 2003


Michael P. Sheinson