



THE UNITED STATES
CORPORATION
COMPANY

P/3545

ACCOUNT NO. : 072100000032

REFERENCE : 533388 4711930

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 35.00

ORDER DATE : September 17, 1997

ORDER TIME : 2:24 PM

ORDER NO. : 533388-005

CUSTOMER NO: 4711930

900002306919--9

CUSTOMER: Mr. Stephen Dillemath
Telematics, Inc.
1201 Cypress Creek Road

Fort Lauderdale, FL 33309

FOREIGN FILINGS

NAME: TELEMATICS INTERNATIONAL, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

FILED
97 SEP 30 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 2 1997

*02250, 00641, 00672.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TELEMATICS INTERNATIONAL, INC.
Ref. Number: P13545

RESUBMIT
Please give original
submission date as file date.

We have received your document for **TELEMATICS INTERNATIONAL, INC.** and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 597A00048206

597A00048206
SEP 30 1997

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
97 SEP 30 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. TELEMATICS INTERNATIONAL, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under the laws of
3. 3-10-87
Date authorized to do business in Florida


SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/18/97
5. TELEMATICS, INC.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature
ISRAEL FRIEDER
Typed or printed name

9/24/97
Date
PRESIDENT
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELEMATICS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2114945 8300

971324159

AUTHENTICATION: 8672356

DATE: 09-26-97

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TELEMATICS INTERNATIONAL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TELEMATICS INC.", THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2114945 8320

971330124

AUTHENTICATION: 8680471

DATE: 10-01-97