

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222 95

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

1. NOCAFE, INC 651838
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FEB 1 1995 358

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAH _____

WALK-IN
Will Pick Up 21 1200

RE: MD Tracking
Systems Inc

C. FEE DISBURSED

Capital Express _____
Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S _____
Fictitious Name File _____
Name Resorvation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () pgs. _____

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
M D TRACKING SYSTEMS, INC.**

FILED
65 FEB -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the corporation is:

M D TRACKING SYSTEMS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

(1) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one dollar (\$1.00) per share.

(2) The capital stock may be paid for by property, labor, or services, at a just valuation to be fixed by the incorporator(s) or by the Board of Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Board of Directors. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on the basis and for such consideration and the issuance of so much of the capital stock as the Board of Directors may decide.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND MAILING ADDRESS.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mervyn L. Dornford
282 N.W. 104th Avenue
Coral Springs, FL 33071

This shall also be the principal office of this Corporation and its mailing address. The Board of Directors from time to time may change the foregoing to any other address within the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have six directors initially.

The number of directors may be increased or diminished from time to time by ByLaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation are:

Mervyn L. Dornford
Fay Ann Dornford
Mario Dornford
Andre Dornford
Sharon Dornford McNeil
Raphael Dornford.

Their street address is:
282 N.W. 104th Avenue
Coral Springs, FL 33071

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs later.

ARTICLE VIII. INCORPORATOR.

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

Mervyn L. Dornford
282 N.W. 104th Avenue
Coral Spring, FL 33071

ARTICLE IX. INDEMNIFICATION.

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permit by law.

ARTICLE X. AMENDMENT.

These 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 at a meeting of such stockholders and approved by at least a majority of the stockholders entitled to vote. Alternatively, an amendment may be approved by a written statement signed by all directors and stockholders.

ARTICLE XI. STOCKHOLDERS

The stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the Corporation; and when any agreement is made between stockholders owning at least eighty percent (80%) of the stock then outstanding in the Corporation, such agreement shall be binding upon the Corporation, and shall be recognized by the Board of Directors and shall be observed by the Officers and Agents of the Corporation; and particularly, the stockholders are authorized to include in such agreement, entered into among themselves, the following as valid matters of agreement, to wit:

(1) The manner and method in which and the persons by whom directors may be elected.

(2) Any limitation upon the transferability or assignment of the stock of the Corporation.

(3) The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any additional stock.

(4) Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements among the stockholders shall continue to be binding upon the Corporation until there is filed with the Secretary of the Corporation, a written instrument, signed by the persons who originally created such stockholders' agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreements) consenting to the revocation and cancellation of the agreements among the stockholders.

Executed by the undersigned at Coral Springs, Florida
on January 30, 1995.




Mervyn L. Dornford, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA


FILED
95 FEB -1 AM 11:12
SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That **M D TRACKING SYSTEMS, INC.**, desiring to organize
or qualify under the law of the State of Florida, has named
Mervyn L. Dornford as its registered agent to accept service of
process within Florida at 282 N.W. 104th Avenue, Coral Springs,
FL 33071, which address is also designated as the registered
office of the corporation first mentioned above.


Mervyn L. Dornford
Title: Incorporator
Date: January 30, 1995

Having been named registered agent to accept service of
process for the above-named corporation, at the place designated
in this certificate, Mervyn L. Dornford hereby agrees to act in
that capacity and further agrees to comply with the provisions of
all statutes relative to the proper and complete performance of
such duties.


Mervyn L. Dornford
Date: January 30, 1995