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95 FEB 24 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VALIDATION ONLY

2-27-95 Stacy
#1550
Stacy Bercun
Requestor's Name
44 West Flagler St #1550
Address
Miami, FL 33130
City State ZIP Phone
358-9700

CORPORATION(S) NAME

CEL-TRAC COMMUNICATION SYSTEMS, INC.
CEL-TRAC VEHICLE LOCATION SYSTEMS, INC.

(X) Profit () NonProfit () Amendment () Merger
() Foreign () Dissolution () Mark
() Limited Partnership () Annual Report () Other
() Reinstatement () Reservation () Change of Registered Agent
(X) Certified Copy () Photo Copies () Certificate Under Seal
() Call When Ready () Call If Problem () After 4:30
(X) Walk In () Will Wait (X) Pick Up () Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED
COPY

EMPIRE

Toll Free: 1-800-432-3028

RECEIVED
95 FEB 22 AM 10:00
DIVISION OF CORPORATION

RECEIVED
95 FEB 21 AM 10:05
DIVISION OF CORPORATION

44
2-24-95

**ARTICLES OF INCORPORATION
OF**

CEL-TRAC VEHICLE LOCATION SYSTEMS, INC.

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TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall be:

CEL-TRAC VEHICLE LOCATION SYSTEMS, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**2454 West Oakland Park Boulevard
Fort Lauderdale, Florida 33311**

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
TERMS OF EXISTENCE**

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE V
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The Shares are to be distributed equally among the directors, wherein each director is to receive Thirty-three and One Third (33 1/3)

shares. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE VI
INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: Michael Bercun

INITIAL REGISTERED OFFICE: 2454 West Oakland Park Boulevard
Fort Lauderdale, Florida 33311

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is three. The number of Directors may be either increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number of the initial Board of Directors.

The name and address of the initial Directors are:

PRES:	Michael Bercun	ADDRESS:	2454 West Oakland Park Boulevard Fort Lauderdale, Florida 33311
VP:	Alfred Piccinni	ADDRESS:	2454 West Oakland Park Boulevard Fort Lauderdale, Florida 33311
SEC/TRS:	Robert Fitzgerald	ADDRESS:	2454 West Oakland Park Boulevard Fort Lauderdale, Florida 33311

ARTICLE VIII
INCORPORATORS

The names and addresses of each incorporator executing these Articles of Incorporation are as follows:

INCORPORATOR: Michael Bercun
ADDRESS: 2454 West Oakland Park Boulevard
Fort Lauderdale, Florida 33311

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE XI
RIGHT TO AMEND

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII
VOTING RIGHTS

At each election of Directors, every Stockholder entitled to vote shall have the right to accumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Incorporator

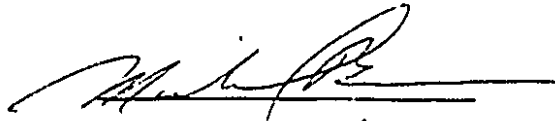
**ACKNOWLEDGEMENT AND CONSENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Date: 2/21/95

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of February, 1995 by Michael Deary who is personally known to me and who did take an oath.


Notary Public, State of Florida
Commission No.

My commission expires:

