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3/20/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL IN
401 OCEAN DR
SUITE 312
MIAMI BEACH FL 33139-0000
CONTACT: JORDENY C RODRIGUEZ
PHONE: (305) 672-0686
FAX: (305) 672-9110

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INTELLITRACK INC.

FAX AUDIT NUMBER: H95000003201

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/20/1995

TIME REQUESTED: 18:42:16

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EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

3/21

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Articles of Incorporation
of
INTELLITRACK INC. EFFECTIVE DATE.

Article I. Name

The name of this Florida corporation is INTELLITRACK INC.

Article II. Address

The mailing address of the Corporation is:

INTELLITRACK INC.
P.O. Box 693291
Miami, FL 33269

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95 MAR 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0886

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Victor Sanchez

Article VI. Incorporator

The name and address of the incorporator is:

**Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139**

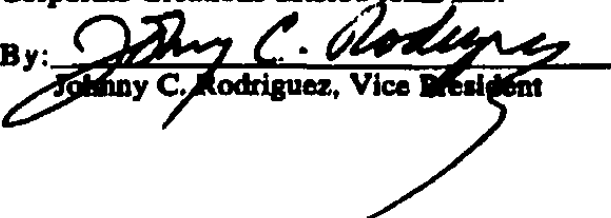
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 20, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on March 20, 1995.

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

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**Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0666**

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**CORPORATION:
INTELLITRACK INC.**

**REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418**

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95 MAR 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By:


Johnny C. Rodriguez, Vice President

Date: March 20, 1995

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