

CHASE & GILMORE

ATTORNEYS AT LAW

DICKEY TAKES PLAZA
7620 MASSACHUSETTS AVENUE
NEW PORT RICHEY, FLORIDA 34653 9022

DAVID C. GILMORE

BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

ALSO ADMITTED TO OHIO BAR

FREDERICK CHASE, JR.

OF COUNSEL

TELEPHONE (813) 849-2296

TELECOPIED (813) 841-7146

P96000030448

March 27, 1996

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
MAR 31 1996
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-04/02/96--01014--017
***122.50 ***122.50

RE: NAVIGATION TECHNOLOGIES, INC.

Gentlemen:

Please find, enclosed, an original and one copy of Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check in the amount of \$122.50, for the following fees:

Filing Fee - Articles	\$ 35.00
Certified Copy of Articles	\$ 52.50
Filing Fee - Registered Agent	\$ 35.00
	<u>\$122.50</u>

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,

CHASE & GILMORE

David C. Gilmore

DCG: mfa
Enclosures
cc : David P. Meglay

D. BROWN APR - 8 1996

*ARTICLES OF INCORPORATION
FOR
NAVIGATION TECHNOLOGIES, INC.*

FILED
05 APR -1 PM 3:31
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as the sole incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State under the corporation laws providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be NAVIGATION TECHNOLOGIES, INC.

ARTICLE II

The principal place of business of said corporation shall be in Pasco County, Florida, which address shall be 5912 Derringer Court, New Port Richey, Florida 34655, and DAVID C. GILMORE, ESQUIRE, is hereby designated as the registered agent, for service of process for said corporation, at 7620 Massachusetts Avenue, New Port Richey, Florida 34653.

ARTICLE III

The general nature of the business and the objects and purposes by said corporation are:

A. To engage in any activities or business permitted under the laws of the United States and Florida.

B. To conduct, carry on, and engage in the business of selling, installing, and repairing vehicle navigation systems and associated components; and to buy, sell, trade, or otherwise deal in any and all goods, services, wares and merchandise commonly

handled in such business as retailers and wholesalers.

C. To purchase or otherwise acquire, and to own, develop, sell, mortgage, or otherwise dispose of, or deal in real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States, or in any part of the world.

D. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the States or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

E. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitable carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business.

F. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the goodwill, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

G. To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease, or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the corporation's purpose of business.

H. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures and other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

I. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisitions thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms as its Board of Directors may determine.

J. To hold, purchase, or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of, shares of capital and securities created or issued by any other corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

K. To own, acquire, construct, and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

L. To have all rights in any kind of property that an individual might have.

M. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

N. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

O. To have and to exercise any and all such other powers convenient, incident to, or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by terms of this charter, or by law, in express terms of or by implication and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter

conferred under the laws of the State of Florida are hereby included.

The paragraph of this Article shall be construed as both object and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

This corporation shall be authorized to issue 1,000 shares of stock as follows:

COMMON STOCK	\$1.00 Par Value A total of 1,000 shares
PREFERRED STOCK	No preferred stock

ARTICLE V

NOTATION ON STOCK CERTIFICATES: While this Agreement is in effect, a notation in substantially the following language shall appear conspicuously on the face of each certificate, evidencing shares subject to it:

Transfer of these shares is restricted. The corporation will furnish a full statement of restrictions to any requesting Shareholder without charge.

The Corporation may require surrender of any certificate for placement of the notation.

ARTICLE VI

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation shall be two (2), however this number may be changed from time to time by lawful amendment of the By-laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

DAVID P. MEGLAY	5912 Derringer Court New Port Richey, Florida 34655
MARCELLA M. MEGLAY	5912 Derringer Court New Port Richey, Florida 34655

ARTICLE IX

The number of shares of common stock subscribed to by the said organizers is as follows:

DAVID P. MEGLAY	50 Shares
MARCELLA M. MEGLAY	50 Shares

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effective until and unless approved by a majority of stockholders.

IN WITNESS WHEREOF, we, the undersigned organizers and incorporators, have hereunto set our hand and seal, this 9th day of March, 1996, for the purpose

of forming this corporation under the laws of the State of Florida, and we hereby make, and file in the office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

Signed in the Presence
of:

Linda Maddox

Linda Maddox

Linda Maddox

Linda Maddox

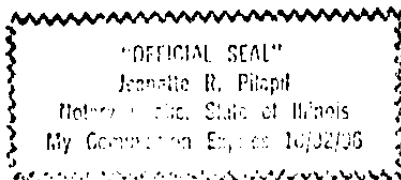
David P. Meglay
DAVID P. MEGLAY

Marcella M. Meglay
MARCELLA M. MEGLAY

STATE OF ILLINOIS

COUNTY OF COOK

The foregoing Articles of Incorporation were acknowledged before me, this 9th day of March, 1996, by DAVID P. MEGLAY and MARCELLA M. MEGLAY, for NAVIGATION TECHNOLOGIES, INC., who are personally known to me or who have produced Driver's license as identification and who did take an oath.



[Signature]
Notary Public

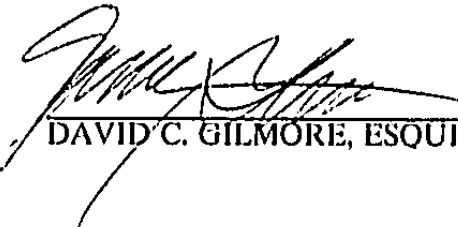
My Commission Expires:

10/2/96

ACKNOWLEDGMENT

FILED
96 APR -1 PM 3:31
CLERK OF COURT
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said registered office.



DAVID C. GILMORE, ESQUIRE

This instrument prepared by:

DAVID C. GILMORE, ESQUIRE
Chase & Gilmore
7620 Massachusetts Avenue
New Port Richey, FL 34653
(813) 849-2296

P96000030448

CHASE & GILMORE
ATTORNEYS AT LAW
DICKEY LARKIN PLAZA
7620 MASSACHUSETTS AVENUE
NEW PORT RICHEY, FLORIDA 34653-3022

DAVID C. GILMORE

BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

ALSO ADMITTED TO OHIO BAR

FREDERICK CHASE, JR.

OF COUNSEL

TELEPHONE (813) 849-2296

TELECOPIER (813) 841-2146

May 20, 1996

FILED
96 JUL 24 11 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/24/96--01108--014
*****87.50 *****87.50

RE: NAVIGATION TECHNOLOGIES, INC.
n/k/a NAVIROAD TECHNOLOGIES, INC.

Gentlemen:

Please find, enclosed, an original and one copy of Articles of Amendment to the Articles of Incorporation for the above-captioned corporation. The articles amend the name of the corporation from Navigation Technologies, Inc. to Naviroad Technologies, Inc.

Also enclosed is this firm's check in the amount of \$87.50 for the following fees:

Filing Fee for Articles of Amendment	\$ 35.00
Certified Copy of the Amendment	\$ 52.50
	\$ 87.50

Please file the original Articles of Amendment and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,

CHASE & GILMORE


David C. Gilmore

DCG: mfa
Enclosures
cc : David P. Meglay

N. HENDRICKS JUN - 3 1996

Amend.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NAVIGATION TECHNOLOGIES, INC.**

FILED
96 MAY 24 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

1. Article I is amended to read, as follows:

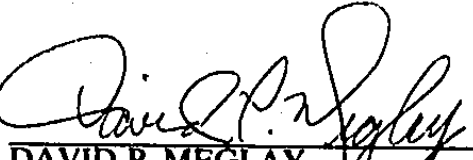
The name of this corporation shall be
NAVIROAD TECHNOLOGIES, INC.

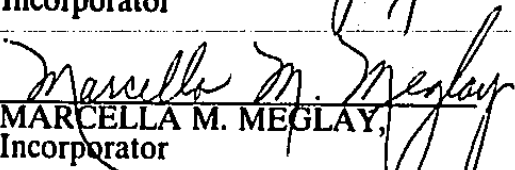
SECOND: The date of the amendment's adoption is May 15, 1996.

THIRD: Adoption of Amendment:

The amendment was adopted by the incorporators
without shareholder action and shareholder action was
not required.

Signed, this 15th day of May, 1996.


DAVID P. MEGLAY,
Incorporator


MARCELLA M. MEGLAY,
Incorporator