



P96000039497

April 26, 1996

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-05/03/96--01052--012  
\*\*\*122.50 \*\*\*122.50

State of Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: INTERNATIONAL MOBILE TRACKING SYSTEMS OF FLORIDA, INC.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Additionally, please find our check in the amount of \$122.50.

Should you have any questions about this incorporation, please don't hesitate to contact my assistant, Stacey C. McKissick at 407/688-0400.

Thank you in advance for your attention to this matter.

Sincerely, (

William J. Mercurio  
President and Chief Executive Officer

/scm

*Stacey C. McKissick* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *The Corporation file*  
DATE *5/9/96*  
DOC. EXAM. *M. Bateman*

FILED  
96 MAY -3 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WJB  
5/9/96

**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MOBILE TRACKING SYSTEMS OF FLORIDA, INC.**

FILED  
96 MAY -3 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I  
Name**

The name of the corporation is INTERNATIONAL MOBILE TRACKING SYSTEMS OF FLORIDA, INC.

**Article II  
Duration**

The corporation shall have perpetual existence.

**Article III  
Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV  
Address**

The principal place of business of the corporation shall be: 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33401.

**Article V  
Capital Stock**

The corporation is authorized to issue 100 shares of common stock, \$.10 par value per share.

**Article VI  
Initial Registered Office And Agent**

The street address of the initial registered office of the corporation is 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33410 and the name of the initial registered agent of the corporation at that address is William J. Mercurio.

**Article VII  
Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation

are:

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

#### Article VIII Incorporator

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

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

#### Article IX Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### Article X Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
William J. Mercurio

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.



William J. Mercurio

Registered Agent

Dated: April 8, 1996

FILED

96 MAY -3 AM 11:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Able Telcom**  
Holding Corporation

P96000039497

August 23, 1996

700000 932587  
-08/27/96--01067--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

State of Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: International Mobile Tracking Systems of Florida, Inc.

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Additionally, please find our check in the amount of \$35.00.

Should you have any questions about this incorporation, please don't hesitate to contact me.

Thank you in advance for your attention to this matter.

Sincerely,

*Stacey C. McKissick*  
Stacey C. McKissick  
Executive Administrator

/scm

Enclosures

APPROVED  
AND  
FILED  
96 AUG 27 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CM*  
P96000039497  
NIC  
8-27-96

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MOBILE TRACKING SYSTEMS OF FLORIDA, INC.

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

First: Article I of the Articles of Incorporation is hereby amended to read as follows:

**"ARTICLE I. NAME:**

The name of the corporation is: ABLE WIRELESS, INC."

Second: The amendment was approved by the sole shareholder and the Board of Directors at a meeting held on August 12, 1995.

Signed this 16<sup>th</sup> of August, 1996.

BY: \_\_\_\_\_

William J. Mercurio, President  
Able Telcom Holding Corp.  
The Shareholder

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

26 AUG 27 PM 1:41

APPROVED  
AND  
FILED