

996000098988

FILED

96 DEC -9 PH 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 1, 1996

Florida Department Of State
Division Of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100002006121--3
-11/15/96-01079-006
*****70.00 *****70.00

RE: Articles Of Incorporation

Gentlemen:

Enclosed please find the Articles Of Incorporation for the
purpose of approval of the Secretary Of State.

In addition, we remit the following fees:

Filing Fee	\$35.00
Registered Agent	35.00
Total	\$70.00

W96-24506

DEC - 9 1996

Sincerely,



Randall S. Gruber
Track-it, Inc.
36511 U. S. Highway 19 North
Palm Harbor, Florida 34684



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

November 19, 1996

RANDALL S. GRABER
36511 U.S. HIGHWAY 19 NORTH
PALM HARBOR, FL 34684

SUBJECT: TRACK-IT, INC.
Ref. Number: W96000024506

We have received your document for TRACK-IT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 996A00052662

SEE PAGE #5

my phone number is (813) 785-9473

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

Track-it, Inc.

FIRST The name of this corporation is Track-it, Inc.

SECOND. office in the State Of Florida is to be located at

36511 U. S. Highway 19 North, Palm Harbor, Florida 34684,

County of Pinellas. The registered agent in charge thereof is

Randall S. Gruber, 36511 U. S. Highway 19 North, Palm Harbor,
Florida 34684.

THIRD. The nature of the business and, the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world.

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the

General Corporation Law Of Florida."

FOURTH. The amount of the total authorized capital stock of this

corporation is Ten Thousand (10,000) shares of One
Dollar (\$1.00) Par Value.

FIFTIETH. The name and mailing address of the incorporator is as follows:

Randall S. Graber 36511 U. S. Highway 19 North
Palm Harbor, Florida 34684

SIXTH. The powers of the incorporator is to terminate upon filing of the Certificate Of Incorporation, and the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Randall S. Gruber 36511 U. S. Highway 19 North
Palm Harbor, Florida 34684

SEVENTH. The Directors shall have the power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the corporation.

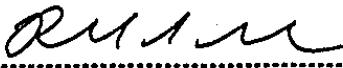
The By-Laws shall determine whether and to what extent the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this corporation, except as conferred by the Law of the By-Laws or by resolution of the Stockholders.

The stockholders and directors shall have the power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in the Certificate of Incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

Dated November 1, 1996

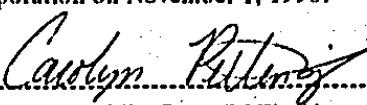

Randall S. Gruber

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Randall S. Gruber to me known to be the person described as Incorporator and who executed the foregoing Articles Of Incorporation, and acknowledged before me that he subscribed to these Articles Of Incorporation on November 1, 1996.

My Commission Expires:
January 16, 2000


Notary Public, State of Florida

Carolyn Ann Pettengill
Notary Public, State of Florida
Commission No. CC 525064
My Commission Expires 01/16/00

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0202(B), Florida Statues
undersigned corporation, organized under the laws of the State Of Florida,
submits the following statement in designating the registered office/registered
agent, in the State Of Florida. The registered office and the principal office are
the same.

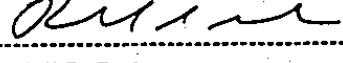
The name of the corporation is Track-it, Inc.

The name and address of the registered agent, registered office, and
principal office is:

Randall S. Graber, 36511 U. S. Highway 19 North, Palm Harbor,
Florida 34684.


Randall S. Graber
President
November 1, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.0202(B), FLORIDA STATUTES.


Randall S. Graber
November 1, 1996