

J. JAMES ABELSON
ATTORNEY AT LAW

SEBASTIAN EXEC. BLDG.
SUITE A-3
1623 N. U.S.1
SEBASTIAN, FL 32958

(407) 589-9106

P96000104066

December 20, 1996

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32314

600002037676--4
-12/24/96--01168--004
*****70.00 *****70.00

RE: INCORPORATION OF FLEETWARE SYSTEMS, INC.

Dear Sir:

Please find enclosed Articles of Incorporation for the above referenced matter. Also attached is a check in the amount of \$70.00 to cover the cost of the filing fee for same.

Please return copy of the filed articles and the charter number for the new corporation at your earliest convenience.

Yours truly,

J. James Abelson
J. James Abelson by G.W.
Attorney at Law

JJA:gw

Encl:

Dmc
12/30/96

FILED
95 DEC 23 AM 11:14
SEBASTIAN, FLORIDA
TALLAHASSEE, FLORIDA

FILED

96 DEC 23 AM 11:14

ARTICLES OF INCORPORATION

FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLEETWARE SYSTEMS, INC.

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be: **FLEETWARE SYSTEMS, INC.** The principal mailing address shall be: 1623 North U.S. Highway 1, Suite B-5, Sebastian, Florida 32958.

ARTICLE II - DURATION

This Corporation shall exist for a period of perpetuity.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of developing, writing and selling computer software to industries requiring high speed information access and all lawful and legitimate business allowed under Florida Corporate Law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one (1) time is FIVE THOUSAND (5,000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

All stock issued by this Corporation shall be fully paid and non-assessable and shall be transferable on the books of the Corporation only.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, or labor, or services at a just valuation to be fixed by the Directors or shareholders. Property or labor or services may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

Authorized shares of stock without par value may be issued by this Corporation from time to time by the Board of Directors or shareholders. Any and all such shares issued, and for which the full consideration has been paid or delivered shall be deemed fully paid stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the Corporation shall be

subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford the Corporation or the nominee of its Board of Directors the right and privilege, for THIRTY (30) days, to purchase the same at a price equal to a bonafide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing, and able to buy such stock at the price so offered to be paid, and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be null and void.

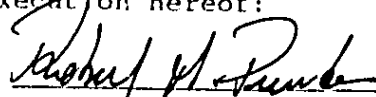
ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of cash, or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the same price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation shall be: 1623 North U.S. Highway 1, Suite B-5, Sebastian, Florida 32958.

The initial registered agent, at this address, shall be: Robert M. Privitera. The registered agent hereby indicated acceptance of this designation by execution hereof:



Robert M. Privitera

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII - POWERS

This Corporation shall have all the corporate powers and rights enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL DIRECTORS

The names and addresses of the initial Board of Directors and officers of the Corporation, who, subject to the provisions of the Certificate of Incorporation and the By-Laws and General Corporation Law 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:

Robert M. Privitera - President, Vice President, Secretary Treasurer & Director, 409 Peterson Street, Sebastian, Florida 32958.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation, all references in these Articles to Directors shall be interpreted to mean shareholders where applicable.

ARTICLE XII - INCORPORATOR

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a Corporation under the laws of the State of Florida. The address of the Incorporator is: 409 Peterson Street, Sebastian, Florida 32958.



Robert M. Privitera

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

Before me, J. J. ABELSON, a Notary Public authorized to take acknowledgments in the State and County last aforesaid, personally appeared, ROBERT M. PRIVITERA, known to me and by me to be the persons who executed the foregoing ARTICLES OF INCORPORATION, and they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County last aforesaid this—
day of December, 1996, at Sebastian, Florida.

This Instrument Prepared By:
J. James Abelson, Esquire
1623 North U.S. Highway #1
Suite A-3
Sebastian, Florida 32958
Telephone #407-589-9106
Florida Bar #0280674


Notary Public

My Commission Expires: 4-27-1998

