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From

09-09-97

2103-4387-3

CHARLES PRATHER

561-624-7720

DATA BASE 3

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11300 US HWY 1 5TH FL

PALM BEACH GARDENS

FL

33408

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 AM 10:41

ARTICLES OF INCORPORATION

GPS TRAC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 AM 10:41

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

GPS TRAC, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

The specific purpose for which this corporation is formed is to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such shares shall be of a single class and shall have a par value of TEN CENTS per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE SIX

The street address of the initial registered office of this corporation is:
1960 Juno Road, Juno Beach, FL 33408.

The name of the initial registered agent of this corporation is:
Charles Prather.

The address of the corporation's principal office and mailing address is:
9112 Alt-A1A, Suite 216, Lake Park, FL 33403.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be three. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors are:

Jack Mandrgoc
1705 17th Court
Jupiter, Florida 33477

Charles Prather
1960 Juno Road
Juno Beach, FL 33408

Steve Barket
222 Lakeview Ave., Unit #160
West Palm Beach, FL 33401

ARTICLE EIGHT

The name and address of the incorporator is:

Charles Prather
1960 Juno Road
Juno Beach, Florida 33408

ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of a majority of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.


CHARLES PRATHER

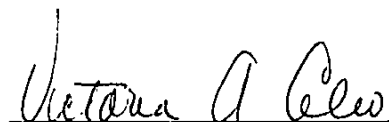
STATE OF FLORIDA)

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COUNTY OF PALM BEACH)

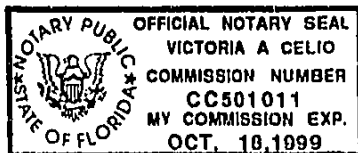
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES PRATHER who has produced his drivers license as identification, who did take an oath, and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, this 9 day of SEPT, 1997.



Notary Public

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 10 AM 10:41

Certificate designating place of business or domicile for the service of process within this State, naming the agent upon whom process may be served and the names and addresses of officers and directors.

The following is submitted in compliance with Florida Statutes, Chapter 48.091: GPS Trac Inc., a corporation organized under the laws of the State of Florida, having its principal office and place of business at 9112 Alt-A1A, Suite 216, Lake Park, FL 33403, appoints the following agent to accept service of process:

Charles Prather
1960 Juno Road
Juno Beach, Florida 33408

Officers:

Steven Barket	President	222 Lakeview Ave., #160 West Palm Beach, FL 33401
Charles Prather	Secy/Tres.	1960 Juno Road Juno Beach, FL 33408

Directors:

Steven Barket	Same as above
Charles Prather	Same as above
Jack Mandrgoc	1705 17 th Court Jupiter, FL 33477

ACCEPTANCE

I agree as registered agent to accept service of process, to keep the office open during prescribed business hours, to post my name in some conspicuous place in the office as prescribe by law.


Charles Prather