

P97000081900

August 19, 1997

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

700002273997--6
-08/21/97-01099--006
****122.50 *****78.75

Subject: Filing for Corporation named **StarTrak Systems Ltd.**

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for One Hundred Twenty Two Dollars and Fifty Cents (\$ 122.50) as payment for the filing fee, registered agent fee, and return of certified copy.

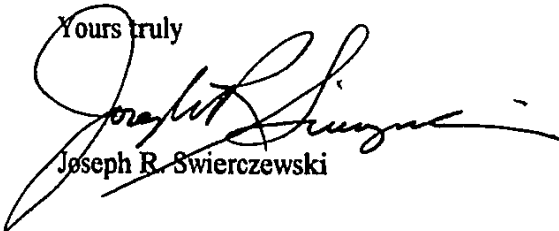
Please mail to:

Joseph R. Swierczewski
160 West Camino Real, Suite 240
Boca Raton, FL 33432

700002273997--6
-08/21/97-01099--006
****122.50 ****122.50

Contact Information
Telephone (561) 361-9297
Fax (561) 361-9297
Email jski@iname.com

Yours truly


Joseph R. Swierczewski

FILED
97 SEP 18 PM 1:40
TALLAHASSEE, FLORIDA
SECRET





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 22, 1997

JOSEPH R. SWIERCZEWSKI
1600 WEST CAMINO REAL
SUITE 240
BOCA RATON, FL 33432

SUBJECT: STARTRAK SYSTEMS LTD.
Ref. Number: W97000019475

We have received your document for STARTRAK SYSTEMS LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

IF LTD IS A PART OF THE CORPORATE THE WORD "LIMITED" MUST BE SPELLED OUT AND MAY NOT BE BEFORE THE SUFFIX COMPANY OF CORPORATION.

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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 197A00042499

September 16, 1997

Ms. Dana Calloway
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Calloway:

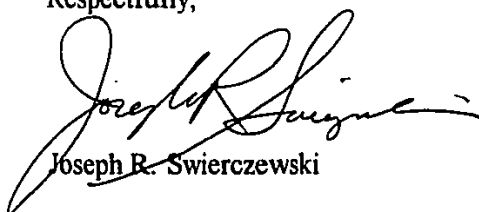
Please find enclosed set of documents relative to the corporate filing for
STARTRAK SYSTEMS INCORPORATED (Ref Number **W97000019475**).

This is in response to your letter of September 11 (Letter Number
197A00042499) and a copy is included.

Contact/Mail to:

Mr. Joseph R. Swierczewski
160 West Camino Real Suite 240
Boca Raton, FL 33432
Phone (561) 361-9297

Respectfully;



Joseph R. Swierczewski

**ARTICLES OF INCORPORATION
OF
StarTrak Systems Incorporated
FOR THE STATE OF FLORIDA**

FILED
97 SEP 18 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be: **StarTrak Systems Incorporated**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

StarTrak Systems Incorporated
160 West Camino Real, Suite 240
Boca Raton, Florida, 33432

**ARTICLE III
AUTHORIZED CAPITAL STOCK**

The number of Common Stock which the corporation shall have authority to have outstanding at any one time are One Thousand (1,000), and carry a par value of One Dollar and Zero Cents (\$1.00).

**ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE**

The name of the corporation's initial registered agent is: Joseph R. Swierczewski
The mailing address of its initial agent is:

727 Cordova Drive
Boca Raton, Florida, 33432-8109

ARTICLE V
INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

Joseph R. Swierczewski
727 Cordova Drive
Boca Raton, Florida , 33432-8109

Donna M. Herrera
727 Cordova Drive
Boca Raton, Florida, 33432-8109

ARTICLE VI
PROVISIONS

The provisions for the regulations of the internal affairs of the corporation shall be as set forth in the bylaws.

ARTICLE VII
DURATION

The duration of the corporation shall be: Perpetual

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is:
Two (2).

The names and addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Joseph R. Swierczewski
727 Cordova Drive
Boca Raton, Florida, 33432-8109

Donna M. Herrera
727 Cordova Drive
Boca Raton, Florida, 33432-8109

ARTICLE IX
INDEMNITY

To the fullest extent permitted by existing state law as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.

ARTICLE X
PREEMPTIVE RIGHTS

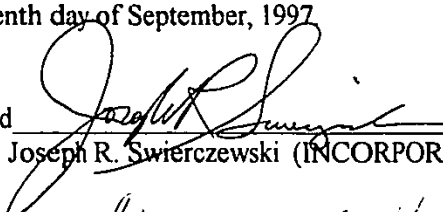
The corporation shall elect to have preemptive rights.

ARTICLE XI
CUMULATIVE VOTING

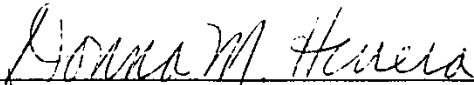
All shareholders of the corporation shall be entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

The undersigned incorporator(s) have executed these Articles of Incorporation this Sixteenth day of September, 1997

Signed


Joseph R. Swierczewski (INCORPORATOR)

Signed


Donna M. Herrera (INCORPORATOR)

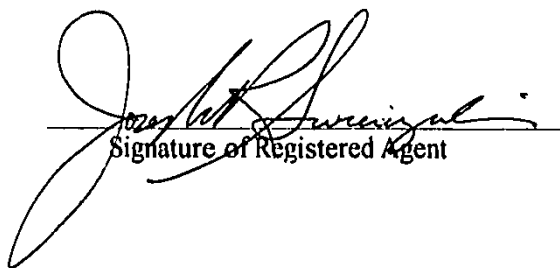
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 FLORIDA STATUTES,
THE 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.

1. The name of the corporation is **StarTrak Systems Incorporated.**
2. The name of the corporation's initial registered agent is **Joseph R. Swierczewski**
and the mailing address of it's initial agent is

Joseph R. Swierczewski
727 Cordova Drive
Boca Raton, Florida, 33432-8109

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, 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.*



Signature of Registered Agent

9/16/97
Date

FILED
97 SEP 18 PM 1:41
TALLAHASSEE
FLORIDA