

JAMES A. BARKS

ATTORNEY AT LAW

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October 17, 1997

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32312

Re: GEO-TRACK TECHNOLOGIES, INC.

Gentlemen:

Enclosed please find my trust account check payable to your order in the amount of \$122.50, Articles of Incorporation and copy of same.

Amounts on the enclosed check are broken down as follows:

\$35.00 - Filing fee

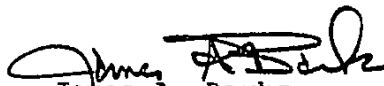
\$35.00 - Designating Registered Agent

\$52.50 - Certified copy of Articles of Incorporation

Please file the enclosed Articles and return a certified copy of same to me at your earliest convenience.

Thank you for your assistance.

Very truly yours,


James A. Barks

JAB/lw

Enclosure

97 OCT 22 AM 9:40

SECRETARY OF STATE
DIVISION OF CORPORATIONS

10-23-97
WS

ARTICLES OF INCORPORATION
OF
GEO-TRACK TECHNOLOGIES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
97 OCT 22 AM 9:40

The undersigned Incorporator to these Articles of Incorporation hereby associates himself together to form a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: GEO-TRACK TECHNOLOGIES, INC.

ARTICLE II. COMMENCEMENT AND DURATION

Corporate existence of this Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and this Corporation is to exist perpetually.

ARTICLE III. GENERAL PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any and all lawful business permitted under the Laws of the United States and the Laws of the State of Florida, except to do business as a bank, railroad, canal, or telephone or telegraph company.

ARTICLE IV. NUMBER OF SHARES

The maximum number of stock that this Corporation is authorized to issue is: 1,000 shares of common stock with \$1.00 par value per share, said shares shall be of the same class without preference.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office and registered office of this Corporation is 761 Creekwater Terrace, Suite 105, Lake Mary, Florida 32746, and the name of the initial

Registered Agent of this Corporation is LANCE C. BRODRICK.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the ByLaws but shall never be less than one.

(1). The name and address of the initial Director of this Corporation is:

LANCE C. BRODRICK
761 Creekwater Terrace, Suite 105
Lake Mary, Florida 32746

ARTICLE VII. INCORPORATORS

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

LANCE C. BRODRICK
761 Creekwater Terrace, Suite 105
Lake Mary, Florida 32746

ARTICLE VIII. 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 these reservations.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 17th day of October, 1997.

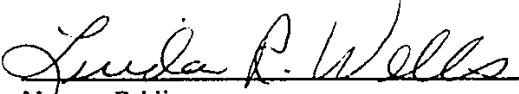


LANCE C. BRODRICK, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 17th day of October, 1997,
by LANCE C. BRODRICK, who is personally known to me.


Notary Public



Linda R Wells
My Commission CCB20060
Expires February 9, 2001

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS OF THE OFFICE FOR SERVICE OF PROCESS
WITHIN THIS STATE

Pursuant to Florida Statutes, this is to certify that GEO-TRACK TECHNOLOGIES, INC., a Corporation duly organized and existing under the Laws of the State of Florida, has named LANCE C. BRODRICK, 761 Creekwater Terrace, Suite 105, Lake Mary, Florida, 32746, as its agent to accept service of process within this State and the said address as the office for such service of process.

Lance C. Brodrick
LANCE C. BRODRICK, President

97 OCT 22 AM 9:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACKNOWLEDGMENT

Having been named to accept service of process for the above State Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative thereto.

By: Lance C. Brodrick
LANCE C. BRODRICK, Registered Agent

97 OCT 21 11:10 AM
FILED
SECRET
TALLER

ARTICLES OF INCORPORATION
OF

Andrew Rolle's Construction Services, Inc.

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 NAME

The name of the corporation shall be:

Andrew Rolle's Construction Services, Inc.

ARTICLE II PRINCIPAL OFFICE

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

3361 NW 47th Terrace Bldg#1 #129
Lauderdale Lakes, Fl 33311

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Andrew N. Rolle
3361 NW 47th Terrace Bldg#1 #129
Lauderdale Lakes. Fl 33311

B. Officers:

President: Andrew N. Rolle
Address: 3361 NW 47th Terrace Bldg #1 #129
Lauderdale Lakes, Fl 33311

Vice President: _____
Address: _____

Secretary: Andrew N. Rolle
Address: 3361 NW 47th Terrace Bldg#1 #129
Lauderdale Lakes, Fl 33311

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Andrew N. Rolle
Office Address: 3361 NW 47th Terrace Bldg #1 #129
Lauderdale Lakes, FL 33311
City Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: Andrew Rolle

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Andrew Rolle
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Andrew N. Rolle, President
(Name and capacity of person signing application)

ARTICLE V - INCORPORATORS

The names and address of the person (s) signing these Articles of Incorporation are as follows:

Name Andrew N. Rolle
Address 3361 NW 47th Terrace Bldg #1 #129
City Lauderdale Lakes State Fl Zip 33311

Name _____
Address _____
City _____ State _____ Zip _____

Name _____
Address _____
City _____ State _____ Zip _____

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 22 day of Sept, 1997.

Andrew Rolle (Seal)

(Seal)
(Seal)

STATE OF Florida) SS
COUNTY OF Broward)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Andrew N. Rolle

known to me and known to be the person (s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22 day of Sept, 1997.

Michelle Rosa
(Notary Public, State of Florida at large)

(Notary Seal)

My Commission expires April 3, 1998



CERTIFICATE OF DESIGNATION
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:
Andrew Rolle's Construction Services, Inc.

2. The name and address of the registered agent and office is:

Andrew N. Rolle

3361 NW 47th Terrace Bldg#1 #129
(Name)

(P.O. Box NOT acceptable)

Lauderdale Lakes, Fl 33311

(City/State/Zip)

Signature

Andrew Rolle

Title President

Date 9-22-97

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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

Andrew Rolle

Date 9-22-97

REGISTERED AGENT FILING FEE: \$35.00

97 OCT 21 11 05 AM '97