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11/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
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NAME: MOBILE-LINK SYSTEMS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000018640

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
MOBILE-LINK SYSTEMS INTERNATIONAL, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Mobile-Link Systems International, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 1501 Second Avenue, Tampa, Florida 33605.

ARTICLE III

Shares

The corporation shall have authority to issue 1,000,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

Prepared by: Crystal Whitescarver, Esquire
Carlton Fields
One Harbour Place
Tampa, FL 33602
(813) 223-7000
Fla. Bar # 509558

T#579880.1

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ARTICLE V
Initial Registered Agent and Office

The street address of its initial registered office is 1501 Second Avenue, Tampa, Florida 33605, and the name of its initial registered agent at that address is Joseph M. Williams.

ARTICLE VI
Incorporator

The name and address of the incorporator are:


<u>Name</u>	<u>Address</u>
Joseph M. Williams	1501 Second Avenue Tampa, Florida 33605

ARTICLE VII
Initial Directors

The corporation initially shall have one director, whose name and address is:

<u>Name</u>	<u>Address</u>
Joseph M. Williams	1501 Second Avenue Tampa, Florida 33605

Dated this 7th day of November, 1997.



JOSEPH M. WILLIAMS
Incorporator

AUDIT NO. H97000018640 7

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 7th day of November, 1997.



JOSEPH M. WILLIAMS
Registered Agent

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