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MARC R. GAYLORD
WAYNE KAPLAN
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January 14, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Global Positioning Technologies, Inc.
Articles of Incorporation

Dear Sir / Madam:

Enclosed herewith are the original Articles of Incorporation for the above-referenced name. I have enclosed a check in the amount of \$122.50 as your fee for same. Please forward the recorded Articles back to this office in the enclosed federal express envelope.

Thank you for your attention to this matter, and if you have any questions or concerns, please do not hesitate to contact this office.

Sincerely yours,

Jennifer M. Dougan

Jennifer M. Dougan,
Legal Assistant

MRG/jmd
Encl.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN 16 AM 11:35

FILED

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1-20-98

ARTICLES OF INCORPORATION
GLOBAL POSITIONING TECHNOLOGIES, INC.

FILED
98 JAN 16 AM 11:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

GLOBAL POSITIONING TECHNOLOGIES, 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 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 ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The street address of the initial registered office of this corporation is: 9244 S E Mystic Cove Terrace, Hobe Sound, Florida 33455

The name of the initial registered agent of this corporation is Marc Gaylord

The address of the corporation's principal office and mailing address is 9244 S E Mystic Cove Terrace, Hobe Sound, Florida 33455

ARTICLE SIX

The initial Board of Directors of this corporation shall consist of one or more directors. 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 person to serve as a member of the initial Board of Directors is:

Marc Gaylord
9244 S E Mystic Cove Terrace
Hobe Sound, Florida 33455

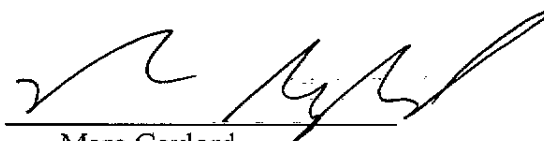
ARTICLE SEVEN

The name and address of the incorporator is: _____

Marc Gaylord
9244 S E Mystic Cove Terrace
Hobe Sound, Florida 33455

ARTICLE EIGHT

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

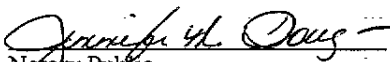


Marc Gaylord

STATE OF FLORIDA)
 : ss
COUNTY OF MARTIN)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared **MARC GAYLORD** 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 14th day of January, 1998.



Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Martin, Florida, with the following address: 9244 S E Mystic Cove Terrace, Hobe Sound, Florida 33455.

I hereby accept the foregoing designation of Registered Agent.

Dated at Hobe Sound, Florida, on this 14th day of January, 1998.


MARC GAYLORD

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98 JAN 16 AM 11:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA