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Morse,
Berman &
Gomez,
Professional Association

*Steven M. Berman
Alberto F. Gomez
Bernard J. Morse*

*Park Tower, Suite 1160
400 N. Tampa Street
Tampa, FL 33602
Phone 813-301-1000
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March 12, 1998

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:13

ATTENTION: NEW FILINGS SECTION

Re: The Tracknet Company Incorporated

300002461039--7
-03/18/98--01089--009
*****70.00 *****70.00

Dear Sir:

Enclosed herewith please find Articles of Incorporation of The Tracknet Company Incorporated and Consent to Serve as Registered Agent for filing with the Secretary of State. Also enclosed please find my firm check in the amount of \$70.00 for your fee.

Please return a "filed stamped" copy of the Articles of Incorporation and Consent to Serve as Registered Agent for The Traknet Company Incorporated to my office. I have provided a self-addressed, postage paid envelope for your use.

Should you have any questions regarding this matter, please call me.

Sincerely,

MORSE, BERMAN & GOMEZ, P.A.

BERNARD J. MORSE, Esquire

BJM:bld
Enclosures

cc: Dr. Chris Flaim

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D. BROWN MAR 19 1998

ARTICLES OF INCORPORATION

OF

THE TRAKNET COMPANY INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 18 PM 3:14

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Article of Incorporation,

ARTICLE I

The name of the corporation shall be The Traknet Company Incorporated.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action,

suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of four directors whose name and addresses are as follows:

Diane Reeves
1604 Partridge Court, #8
Arlington Hts., IL 60004
(847) 392-6718

Dr. Chris Flaim
7203 Pointewest Blvd.
Bradenton, FL 34209
(914) 794-2887

Barry Seace
5413 Laurelwood Pkce
Sarasota, FL 34203
(941) 378-3072

Bob Kelley
5687 25th circle East
Bradenton, FL 34203

ARTICLE X

The initial registered agent of the corporation is Dr. Chris Flaim. The street address of the corporation's initial registered office is 2411 57th Avenue West, Bradenton, FL 34207.

ARTICLE XI

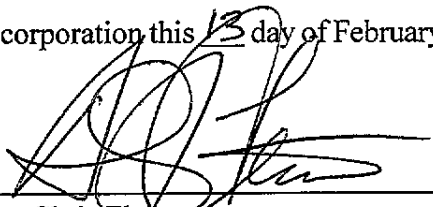
The principal place of business and mailing address of this corporation shall be:

7203 Pointewest Blvd., Bradenton, FL 34209

ARTICLE XII

The name and address of the incorporator of these Articles of Incorporation is Dr. Chris Flaim, 7203 Pointewest Blvd., Bradenton, FL 34209.


The undersigned incorporator has executed these Articles of Incorporation this 13 day of February, 1998.



Dr. Chris Flaim

STATE OF FLORIDA
COUNTY OF MANATEE

SWORN TO AND SUBSCRIBED before me, an officer duly authorized to take acknowledgments on this 13 day of February, 1998, personally appeared, DR. CHRIS FLAIM, who is personally known to me or who produced an Indiana Driver's License as I.D. and who did take an oath.



Notary Name: Anissa A. Burnett



Notary Public, State of Florida
ANISSA A. BURNETT
Commission # CC 71646
Comm. Expires Jan. 28, 2002

Notary Public - State of Florida

My Commission Expires: 01/28/2002

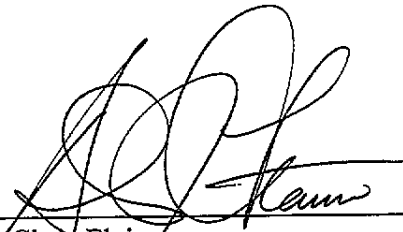
CONSENT TO SERVE AS REGISTERED AGENT FOR

THE TRAKNET COMPANY INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 18 PM 3:14

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 23 day of February, 1998



Dr. Chris Flaim
2411 57th Avenue West
Bradenton, FL 34207

STATE OF FLORIDA
COUNTY OF MANATEE

SWORN TO AND SUBSCRIBED before me, an officer duly authorized to take acknowledgments on this ____ day of February, 1998, personally appeared, DR. CHRIS FLAIM, who is personally known to me or who produced an Indiana Driver's License as I.D. and who did take an oath.



Notary Public, State of Florida
ANISSA A. BURNETT
Commission # CC 711546
Comm. Expires Jan. 28, 2002

Notary Name: Anissa A. Burnett

Notary Public - State of Florida

My Commission Expires: 1-28-2002