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FLORIDA PROFIT CORPORATION OR P.A.

SPS USA Technologies Corporation

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ARTICLES OF INCORPORATION
In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: SPS USA Technologies Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5310 NW 33rd Ave, Suite 201, Fort Lauderdale, FL 33309

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Develops and markets vehicle tracking devices using the Global Positioning System (GPS) satellites network.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$.01.

ARTICLE V OFFICERS/DIRECTORS

The initial director of the corporation is:

Juan Cantor, 2800 Island Blvd., #1904, Aventura, FL 33309

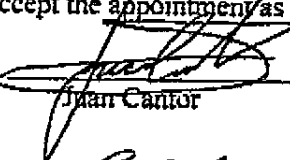
ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Juan Cantor, 5310 NW 33rd Ave., Suite 201, Fort Lauderdale, FL 33309

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature: 

Juan Cantor

Date 1/18/99

Signature: 

Richard Oster, Incorporator

Date 1/22/99

The document was prepared by:

Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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