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LAW OFFICES OF
DA FONTE and GEISSER

A Partnership of Professional Associations
1000 Belcher Road South
Suite 2
Largo, Florida 34641
(813)536-8882
FaxNo.(813)536-7739

April 13, 1999

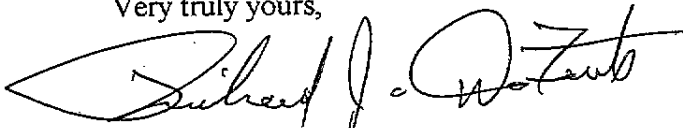
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: PD Monitoring, Inc.:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the following fees:

Please file the original and return to me a certified copy of the same. Thank you.

Very truly yours,



RICHARD J. DAFONTE

RJD/kmv

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 14 AM 8:51

APR 15 1999
Tallahassee, Florida

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

PD Monitoring, Inc.

ARTICLE I

Name

1.1. The name of the corporation is PD Monitoring, Inc. and the corporation's business address is 204 37th Avenue North, No. 203, St. Petersburg, Florida 33704.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of providing vehicle driver's safety reporting services and conducting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 100 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 1000 Belcher Road South, Suite 2, Largo, Florida 34641, and the name of the initial registered agent of this corporation is Richard J. DaFonte.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (2) directors initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial directors of this corporation are:

Dwayne Gibson
2598 46th Terrace North
St. Petersburg, Florida 33714

Pamala Gibson
2598 46th Terrace North
St. Petersburg, Florida 33714

ARTICLE VIII

Incorporators

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

Dwayne Gibson
2598 46th Terrace North
St. Petersburg, Florida 33714

Pamala Gibson
2598 46th Terrace North
St. Petersburg, Florida 33714

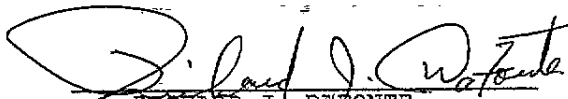
ARTICLE IX

Indemnification

9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for PD Monitoring, Inc., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.


RICHARD J. DAFONTE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared RICHARD J. DAFONTE, and presented FL DL as identification and acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 2nd day of November, 1998.


NOTARY PUBLIC



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on November 2, 1998.

Dwayne Gibson
Dwayne Gibson
Incorporator

Pamala Gibson
Pamala Gibson
Incorporator



KATHLEEN M. DAFONTE
COMMISSION # CC589793
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Dwayne Gibson and presenting KL DL as identification to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 2nd day of November, 1998.

Kathleen M. Dafonte
NOTARY PUBLIC



KATHLEEN M. DAFONTE
COMMISSION # CC589793
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Pamala Gibson and presenting FL DL as identification to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 2nd day of November, 1998.

Kathleen M. Dafonte
NOTARY PUBLIC



KATHLEEN M. DAFONTE
COMMISSION # CC589793
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.