

Hughes Hubbard & Reed LLP

201 South Biscayne Boulevard
Miami, Florida 33131-4332
Telephone: 305-358-1666
Fax: 305-371-8759

P99000053061

Antonio R. Zamora
of Counsel
Direct Dial: 305-379-5574
E-mail: zamora@hugheshubbard.com

June 3, 1999

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

300002899013--0
-06/09/99 --01031--003
*****78.75 *****78.75

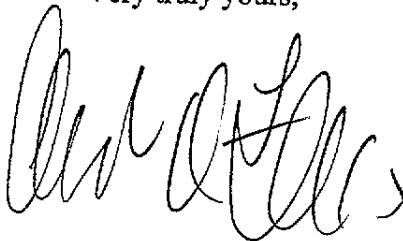
Re: SkyTrak Corporation

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of SkyTrak Corporation, along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 AM 10:01

W6-MI982650.005
One Battery Park Plaza
New York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1775 I Street, N.W.
Washington, D.C.
20006-2401
202-721-4600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800

BROWN JUN 11 1999

**ARTICLES OF INCORPORATION
OF
SKYTRAK CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 AM 10:01

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation is SkyTrak Corporation

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the corporation shall be 4405 N.W. 73rd Avenue, Miami, Florida 33166-6400.

ARTICLE III -- DURATION

The corporation shall have perpetual existence.

ARTICLE IV -- PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock.

ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora
1408 Brickell Bay Drive
Apt. 1211
Miami, Florida 33131

ARTICLE VII -- INITIAL BOARD OR DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

Anthony Bunting
4405 N.W. 73rd Avenue
Miami, Florida 33166-6400

-and-

Albert P. Hernandez
4405 N.W. 73rd Avenue
Miami, Florida 33166-6400

ARTICLE VIII -- BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or the Board of Directors.

ARTICLE IX -- INDEMNIFICATION

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE X -- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI -- INCORPORATOR

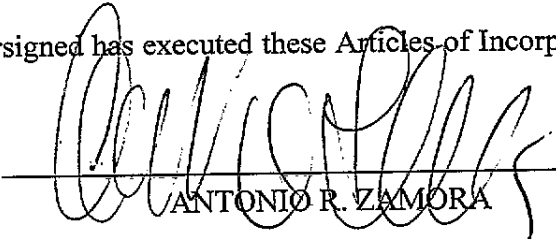
The name and the address of the person signing these Articles is as follows:

Antonio R. Zamora
1408 Brickell Bay Drive
Apt. 1211
Miami, Florida 33131

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 3rd day of June, 1999.

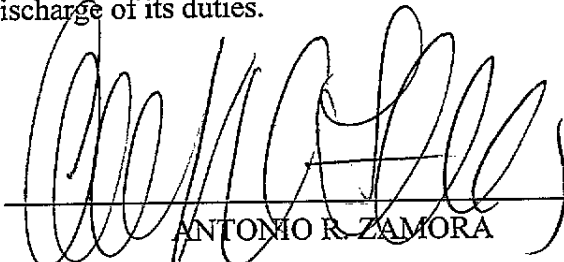


ANTONIO R. ZAMORA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 3rd day of June, 1999.



ANTONIO R. ZAMORA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -9 AM 10:01