

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

WILSONMILLER, INC.

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Merger

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, *Florida Statutes*.

Article 1. The name of the surviving corporation is WilsonMiller, Inc., a Florida corporation (document number 190331).

Article 2. The name of the merging corporation is Geo Surv3, Inc., a Florida corporation (document number S57073).

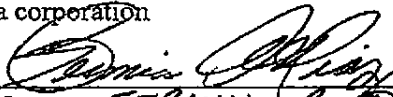
Article 3. The plan of merger is attached hereto as Exhibit A.

Article 4. The effective date of the merger shall be the date on which these articles are filed with the Department of State of the State of Florida.

Article 5. Approval of the merger by the shareholders of WilsonMiller, Inc. was not required pursuant to Section 607.1103(7), *Florida Statutes*. The plan of merger was adopted by the board of directors of WilsonMiller, Inc. on November 7, 2005.

Article 6. The plan of merger was adopted by the shareholders of Geo Surv3, Inc. on November 7, 2005.

WILSONMILLER, INC.,
a Florida corporation

By: 
Name: FERMÍN A. DÍAZ
Title: PRESIDENT

GEO SURV3, INC.,
a Florida corporation

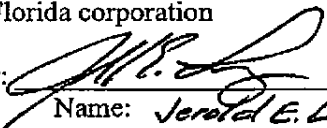
By: 
Name: Gerald E. Long
Title: Pres.

Exhibit A: Plan of Merger

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EXHIBIT A

Plan of Merger

1. The name of the surviving corporation is WilsonMiller, Inc., a Florida corporation (the "Surviving Corporation"). The name of the merging corporation is Geo Surv3, Inc., a Florida corporation (the "Merging Corporation").

2. The terms and conditions of the proposed merger are as follows: The Surviving Corporation shall succeed to and become the owner of all of the property and assets of any nature of the Merging Corporation and to all of the Merging Corporation's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of the Merging Corporation, all to the fullest extent provided by the Florida Business Corporation Act.

3. The manner and basis of converting the shares of each corporation into securities of the surviving corporation, cash or other property is as follows: Upon the effective date of the merger, each share of the Merging Corporation's common stock, par value \$1.00 per share, issued and outstanding immediately prior to such effective date, shall, by virtue of the merger, and without any action on the part of the holder thereof, be converted into shares of the common stock, par value \$0.001 per share, of the Surviving Corporation and the right to receive certain payments of cash and under promissory notes, as described in more detail in the Agreement and Plan of Merger, dated November 8, 2005, by and among the Surviving Corporation, the Merging Corporation and the other parties identified therein.

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