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September 28, 2000

Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
30 OCT -2 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Florida Geodetic Surveying and Mapping, Inc.
B&A File No. 104-217

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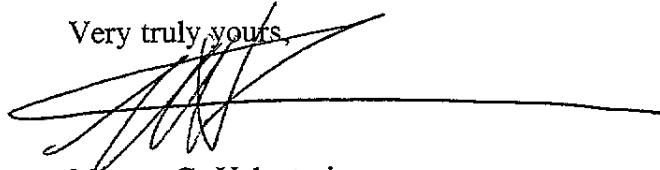
Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of Florida Geodetic Surveying and Mapping, Inc., the Certificate Designating Registered Agent for service of process within this state, and a letter grating authorization for the use of the name herein by James H. Walters, sole director of Florida Geodetic Surveying, Inc., which are submitted for filing as a matter of record with the Department of State.

Also enclosed please find a check made payable to the Department of State in the amount of \$78.75 for payment of the required fee for filing the Articles and designation of the Registered Agent.

Please file these documents immediately. Your prompt assistance in this regard will be greatly appreciated. If you have any questions, please do not hesitate to so advise.

Very truly yours,



Marcus G. Valantasis

MGV/bg
Enclosures
cc w/o enc: James H. Walters
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ARTICLES OF INCORPORATION
OF
FLORIDA GEODETIC SURVEYING AND MAPPING, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Florida Geodetic Surveying and Mapping, Inc. The principal address of the corporation is 720 W. Montrose Street, Clermont, Florida 34711.

ARTICLE II - COMMENCEMENT AND TERMINATION

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of land surveying and mapping and transacting any and all lawful activity and business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock. The par value shall be \$1.00 per share, with the consideration to be paid in money, property, or services actually performed, as may be fixed by the Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 111 North Orange Avenue, Suite 1700, Orlando, Florida 32801, and the initial registered agent of this corporation at such office shall be Stephen M. Bull, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INCORPORATORS

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

James H. Walters Jr.
720 W. Montrose Street
Clermont, Florida 34711

ARTICLE VII - RIGHT OF FIRST REFUSAL

No shareholder of this corporation shall have the right to sell or assign stock of the corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and on the same terms and conditions pursuant to which the shareholder intends to sell his shares, subject only to this right of first refusal of the corporation and the other shareholders.

Each stock certificate issued representing shares of the corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

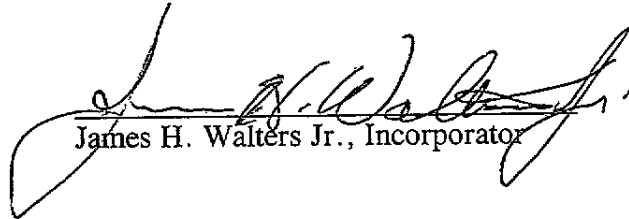
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the shareholders is subject to this reservation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the board of directors.

ARTICLE XI - INDEMNIFICATION

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is authorized to provide indemnification of directors, officers, employees or agents for breach of duty to the corporation and its shareholders through By-Law provisions or through agreements with directors, officers, employees or agents, or both By-Laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under Florida law which cannot be waived.



James H. Walters Jr., Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared James H. Walters Jr., to me known to be the person who executed the foregoing Articles of Incorporation.

Sworn to and subscribed before
me this 27th day of September, 2000.


Notary Public, State of Florida

 My Commission CC834142
Expires May 6, 2003

Type, Print or Stamp Name of Notary Public

My Commission Expires:
U:\WPDOCS\104\217\Articles of Incorporation

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE**

FILED

OCT -2 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48, Florida Statutes, the following is submitted in compliance with

said act:

Florida Geodetic Surveying and Mapping, Inc., in desiring to organize as a corporation under the laws of the State of Florida with its registered office at 111 North Orange Avenue, Suite 1700, Orlando, Florida, 32801, has named Stephen M. Bull, located at the above registered office, as its registered agent to accept service of process within the state.

Acknowledgement:

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

By:


Registered Agent

Date:

9/29/00