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Account Number : 074323003114
Phone : (904) 353-2000
Fax Number : (904) 358-1872

FLORIDA PROFIT CORPORATION OR P.A.

GeoAge, Inc.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

B. McKnight MAR 07 2001

ARTICLES OF INCORPORATION
OF
GEOAGE, INC.

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STATE OF FLORIDA
TALLAHASSEE

The undersigned, acting as incorporator of GeoAge, Inc. (the "Company") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Company is: GeoAge, Inc. The street address of the initial principal office and the mailing address of the Company is 4390 Tradewinds Drive, Jacksonville , FL 32250.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on March 6, 2001, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION OF EXISTENCE

The Company will exist perpetually.

ARTICLE IV. GENERAL PURPOSES

The general purposes for which the Company has been organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes of stock which the Company shall have authority to issue is 40,000,000 shares, consisting of: (i) 15,000,000 shares of preferred stock having a par value of \$.001 per share (the "Preferred Stock"), and (ii) 25,000,000 shares of common stock having a par value of \$.001 per share (the "Common Stock").

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated in the resolutions providing for the establishment of such

Prepared by James L. Main
Florida Bar No. 193367
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

series adopted by the Board of Directors of the Company as hereinafter provided. Except as otherwise expressly stated herein or in the resolution or resolutions providing for the establishment of a series of Preferred Stock, any shares of Preferred Stock that may be redeemed, purchased or acquired by the Company may be reissued except as otherwise expressly provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes unless expressly provided in the resolution or resolutions providing for the establishment thereof.

The Company's Board of Directors is hereby authorized to determine by resolution or resolutions authorizing the issuance of any Preferred Stock, the rights, preferences and privileges of such Preferred Stock including restrictions, limitations and qualifications thereto. Specifically, the Board of Directors is authorized to issue, from time to time, such shares of Preferred Stock in one or more series, and, in connection with the establishment of any such series by resolution or resolutions, to determine and fix for each series such dividend rights, dividend rate, conversion rights, class voting rights, full or limited, or no voting rights, terms of redemption, redemption prices and liquidation preferences, and such other powers, designations, preferences and relative, participating, optional and other rights of the Preferred Stock issued and the qualifications, limitations and restrictions thereof.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Company has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names and addresses of the initial directors are:

John Franklin Alexander
4236 NW 58 Way
Gainesville, FL 32606

J. David Lambert
1823 Selva Grande Drive
Atlantic Beach, FL 32233

Gerald U. Merckel
4390 Tradewinds Drive
Jacksonville, FL 32250

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, FL 32201

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ARTICLE IX. INDEMNIFICATION

The Company by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Company or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer, director, employee or agent of the Company or its subsidiaries. The Company by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Company of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Company relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

James L. Main

 James L. Main, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Intrastate Registered Agent Corporation

Dated: March 6, 2001

By: *Donald W. Wallis*

 Donald W. Wallis, Vice President