

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850)205-0381

From: Account Name : A 1 A CORPORATE SERVICES, INC.
 Account Number : I20010000247
 Phone : (305) 673-0347
 Fax Number : (305) 532-0738

FLORIDA PROFIT CORPORATION OR P.A.

Geosoft USA Corp.

Certificate of Status	0
Certified Copy	0
Page Count	02 (3)
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 FLORIDA DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

10/28

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be :

Geosoft USA Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :

510 NW 86 Place # 208

Miami , Florida 33126

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1500 COMMON SHARES PAR VALUE \$.10

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is

Director, President, Secretary, Treasurer :

Juan Carlos Olano

510 NW 86 Place # 208 Miami , Florida 33126

Vice President :

Jairo Andres Olano

510 NW 86 Place # 208 Miami , Florida 33126

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:
FLORIDA AGENT SERVICES, INC.
1221 BRICKELL AVE. SUITE 900
MIAMI, FL 33131

ARTICLE VII INCORPORATOR

The name and Florida street address of the incorporator is:
FLORIDA AGENT SERVICES, INC.
1221 BRICKELL AVE. SUITE 900
MIAMI, FL 33131

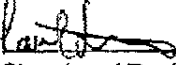
ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer(I) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

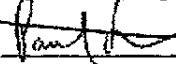
ARTICLE IX

The incorporator resigns all powers, duties and obligations on the date of filing of the Articles of Incorporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Paul Smith, Vice President
Signature / Registered Agent

10-28-02
Date


Paul Smith, Vice President
Signature/Incorporator

10-28-02
Date

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