

232670

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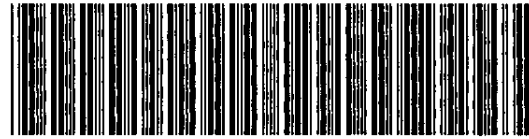
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TALLAHASSEE, FLORIDA

Share Exchange

1-10-13



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December 20, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Share Exchange (§607.1105 of the Florida Business Corporation Act)
Parent: FLORIDA LEVEL & TRANSIT CO., INC. a Florida corporation (Doc. #232670)
Subsidiary: L-S-R, INC., a Florida corporation (Doc. #453361)

TO: Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

The enclosed Articles of Share Exchange and fee are submitted for Filing.

Please return all correspondence concerning this matter to the following:

Romney C. Rogers, Esq.
Rogers, Morris & Ziegler LLP
1401 East Broward Boulevard, Suite 300
Fort Lauderdale, FL 33301
Telephone: (954) 462-1431

Email Address to be used for future annual report notification: tmckay@fltgeosystems.com

For further information concerning this matter, please call:
Romney C. Rogers, Esq., (954) 462-1431

ARTICLES OF SHARE EXCHANGE

The undersigned, being the presidents of FLORIDA LEVEL & TRANSIT CO., INC., a Florida profit corporation, and L-S-R, INC., a Florida profit corporation, under §607.1105 of the Florida Business Corporation Act (the "Act"), hereby execute and adopt these articles of Share Exchange, which shall be filed in the office of the Florida Department of State.

ARTICLE I
Plan of Share Exchange

A copy of the plan of Share Exchange is attached as Exhibit "A".

ARTICLE II
Approval

The plan of Share Exchange was adopted by FLORIDA LEVEL & TRANSIT CO., INC., at a meeting of its Directors and Shareholders on December 18, 2012. The number of votes cast in favor of the Share Exchange was sufficient for approval.

The plan of Share Exchange was adopted by L-S-R, INC. at a meeting of its Directors and Shareholders held on December 18, 2012. The number of votes cast in favor of the Share Exchange was sufficient for approval.

ARTICLE III
Effective Date

The Share Exchange shall be effective on the date that these articles of Share Exchange are filed by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these articles of Share Exchange on this 19 day of December, 2012.

ATTEST:

(Corporate Seal)

ATTEST:

(Corporate Seal)

FLORIDA LEVEL & TRANSIT CO., INC.,
a Florida profit corporation

By: TERRY S. MCKAY
TERRY S. MCKAY, President

L-S-R, INC.,
a Florida profit corporation

By: TERRY S. MCKAY
TERRY S. MCKAY, President

13 JAN '8 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is entered into between FLORIDA LEVEL & TRANSIT CO., INC., ("Acquiror") and L-S-R, INC. ("Acquiree").

1. Distribution to Shareholders. On the Effective Date, all of the shareholders of Acquiree not dissenting from the Plan shall exchange all of the outstanding stock of Acquiree for shares of Acquiror/other enumerated consideration and Acquiree shall become a wholly owned subsidiary of Acquiror.

2. Satisfaction of Rights of Acquiree's Shareholders. All shares of Acquiror's stock into which shares of Acquiree's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Fractional Shares. Fractional shares of Acquiror's stock will not be issued to the holders of Acquiree's stock. Former holders of Acquiree's stock who would be entitled to receive fractional shares of Acquiror's stock on the Effective Date shall receive cash in an amount determined and stated in the Corporate Resolutions of both Acquiror and Acquiree.

4. Supplemental Action. If at any time after the Effective Date, Acquiror shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

5. Filing with the Florida Department of State and Effective Date. On the Closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective Presidents (or Vice Presidents) to execute Articles of Share Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Department of State. In accordance with §607.1105(1)(b) of the Florida Business Corporation Act (the "Act"), the Articles of Share Exchange shall specify the "Effective Date." The Effective Date shall be the filing date, as specified in the Articles of Share Exchange.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by



mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Acquiree.

FLORIDA LEVEL & TRANSIT CO., INC.,
a Florida profit Corporation.

By: TERRY S. MCKAY
TERRY S. MCKAY, President

L-S-R, INC., a Florida profit Corporation.

By: TERRY S. MCKAY
TERRY S. MCKAY, President

Dated: 12/19/12