

FD4000005300

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

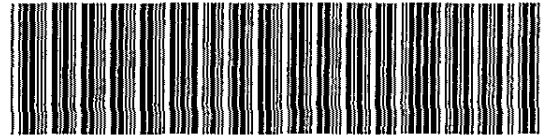
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400042707044

11/15/04--01036--015 **35.00

FILED

04 NOV 15 PM 12:14

CLERK OF STATE
TALLAHASSEE, FLORIDA

NC
MD 11/23

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GeoLogic Solutions, Inc. (f/k/a Slingshot Acquisition Corporation)
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sally Anne Ward
(Name of person)

c/o Platinum Equity, LLC
(Name of firm/company)

360 North Crescent Drive, South Building
(Address)

Beverly Hills, CA 90210
(City/state and zip code)

For further information concerning this matter, please call:

Sally Anne Ward at (310) 228-9521
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|---|--|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Delaware

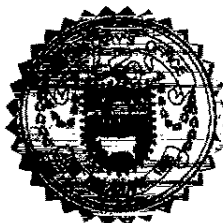
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "GEOLOGIC SOLUTIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "SLINGSHOT ACQUISITION CORPORATION" TO "GEOLOGIC SOLUTIONS, INC.", FILED THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2004, AT 6:34 O'CLOCK P.M.



3811814 8100X

040780867

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3442965

DATE: 10-28-04

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SLINGSHOT ACQUISITION CORPORATION

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That Eva M. Kalawski is the duly elected and acting Vice President and Secretary of Slingshot Acquisition Corporation, a Delaware corporation (the "Corporation"), and the date of filing of the Corporation's original Certificate of Incorporation with the Secretary of State was June 3, 2004 and the name under which the corporation was originally incorporated is Slingshot Acquisition Corporation.

2. That the Amended and Restated Certificate of Incorporation set forth below has been duly adopted in accordance with Sections 228, 242 and 245 of the Delaware General Corporation Law. Pursuant to Section 228 of the Delaware General Corporation Law, the stockholders have unanimously approved this Amended and Restated Certificate of Incorporation.

3. That the Certificate of Incorporation of the Corporation shall be amended and restated to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is GeoLogic Solutions, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares of common stock, \$0.01 per value per share.

FIFTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "Bylaws").

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:41 PM 09/27/2004
FILED 06:34 PM 09/27/2004
SRV 040698392 - 3811814 FILE

SIXTH: In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors is expressly authorized:

(a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;

(b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders, and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;

(c) subject to the laws of the State of Delaware, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and

(d) in addition to the powers and authorities hereinbefore and by the laws of the State of Delaware conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Certificate of Incorporation of the Corporation and its Bylaws.

SEVENTH: Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws provide. The books of Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

EIGHTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

NINTH: The Corporation is to have perpetual existence.

TENTH: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the

director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware Corporation Law. No amendment to or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or appeal.

ELEVENTH: The name and mailing address of the incorporator of the Corporation are:

Sally A. Ward
Platinum Equity, LLC
360 North Crescent Drive, South Building
Beverly Hills, California 90210"

5. This Restated Certificate of Incorporation shall be effective September 27, 2004.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed this 27th day of September 2004.

SLINGSHOT ACQUISITION CORPORATION

By 

Eva M. Kalawski
Vice President and Secretary