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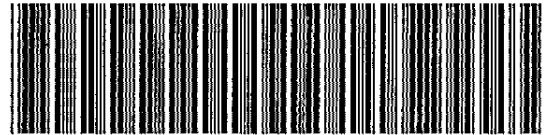
(Business Entity Name)

(Document Number)

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02/25/05--01004--028 **35.00

RECEIVED
05 FEB 24 PM 4:40
DIVISION OF CORPORATIONS
FILED
2005 JAN 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Rest

G. O'Connell

FEB 24 2005


February 24, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6308728 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:


Geospatial Systems, Inc. (FL)
Misc - Domestic Corporate Filing - Amended & Restated Certificate of
Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

DM
original
signature

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEOSPATIAL SYSTEMS, INC.**

FILED
2005 JAN 24 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- A. The name of the Corporation is Geospatial Systems, Inc.
- B. The original Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on January 9, 1985, and subsequently amended by Articles of Amendment filed with the Department of State of the State of Florida on February 16, 1989, November 27, 1991, May 30, 2000, September 2, 2004 and November 3, 2004 (collectively, the "Articles of Incorporation").
- C. The Board of Directors of the Corporation duly adopted a resolution by a unanimous written consent dated October 11, 2004, proposing and declaring advisable the amendments to the Articles of Incorporation described herein, and the Corporation's shareholders duly adopted such amendments by a written consent dated November 8th 2004, all in accordance with the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act and the other relevant sections thereof.
- D. The text of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of the Corporation is: Geospatial Systems, Inc.

ARTICLE II

The principal office and mailing address of the corporation is:

1800 Second Street
Sarasota, Florida 34236
Suite No. 730

The Board of Directors of the Corporation, or an officer of the Corporation acting under the authority of the Board of Directors, is authorized to change the principal office of the Corporation from time to time without amendment to these Amended and Restated Articles of Incorporation.

ARTICLE III

The address of the Corporation's registered office in the State of Florida is changed to 1800 Second Street, Sarasota, Florida 34236, Suite No. 730. The name of its registered agent at such address is Beverly Botts.

ARTICLE IV

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE V

The total number of shares of capital stock which the Corporation shall have authority to issue is 14,387,719 consisting of 10,887,719 shares of Common Stock, no par value ("Common Stock"), and 3,500,000 shares of Preferred Stock, no par value ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation:

A. COMMON STOCK.

Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the Corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the Board of Directors out of funds of the Corporation legally available therefor. In the event of any dissolution or liquidation of the Corporation, the holders of the Common Stock shall be entitled to receive, pro rata, all of the assets of the Corporation remaining available for distribution, if any, subject to the prior rights and preferences of the Preferred Stock.

B. PREFERRED 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 or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series,

by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in these Amended and Restated Articles of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Amended and Restated Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE VI

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation and shall advance to such person expenses (including attorneys' fees) incurred in connection with any such action or proceeding to the fullest extent permitted by law.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of these Amended and Restated Articles of Incorporation, inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI, in respect of any matter occurring, or any cause of action, suit, claim or proceeding that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute or these Amended and Restated Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE IX

1. In General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation. In addition to the authority and powers conferred upon the Board of Directors by the Florida Business Corporation Act or by the provisions of these Amended and Restated Articles of Incorporation, the Board of Directors is hereby authorized and empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the Florida Business Corporation Act, these Amended and Restated Articles of Incorporation and any Bylaws adopted by the shareholders of the Corporation. The Board of Directors shall be protected from personal liability to the fullest extent permitted under Florida law.

2. Number, Election and Terms of Directors. The number of directors that shall constitute the whole Board of Directors shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation or any shareholders' agreement. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Each director shall hold office for the full term for which such director is elected and until such director's successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

ARTICLE X

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

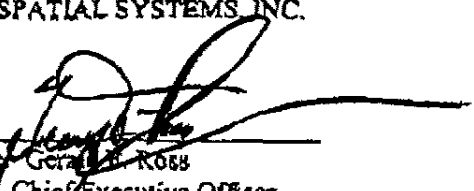
ARTICLE XI

The Corporation shall have perpetual existence.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated
Articles of Incorporation to be signed as of this 24 day of February, 2005.

GEOSPATIAL SYSTEMS, INC.

By: 
Name: Gerald R. Ross
Title: Chief Executive Officer

FEB 24 2005 15:19 FR MORGAN LEWIS PIT 412 560 3399 TO 14790#0621310001 P.58

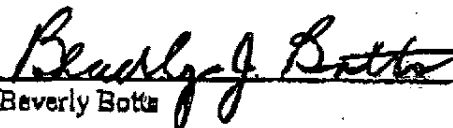
FEB 23 2005 12:35 FR MORGAN LEWIS PIT 412 560 3399 TO 59715#0621310001 P.403

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Geospatial Systems, Inc and agrees to comply with the provisions of the laws of Florida, including section 607.0501(3) of the Florida Business Corporation Act, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 24, 2005.


Beverly Botts