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MERGER OR SHARE EXCHANGE

Earthdata Holdings, Inc.

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DEC 23 2005

**ARTICLES OF MERGER
OF
EARTHDATA SOLUTIONS, LLC
INTO
EARTHDATA HOLDINGS, INC.**

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EarthData Solutions, LLC (the "Merging Company") and EarthData Holdings, Inc. (the "Successor") adopt the following Articles of Merger, pursuant to Section 3-109 of the Maryland General Corporation Law and Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

Article 1. Merging Companies

The names of the entities that are merging are EarthData Solutions, LLC, a Florida limited liability company, and EarthData Holdings, Inc., a Maryland corporation. The Merging Company was formed in Florida on October 23, 2000 and is not registered to transact business in Maryland. The Merging Company has its principal office in Orlando, Florida, and the Successor has its principal office in Frederick County, Maryland. Neither entity owns any interest in land.

Article 2. Name of Successor

EarthData Holdings, Inc. will be the successor in this merger, and it shall remain a Maryland corporation, with its principal office at 7320 Executive Way, Frederick, Maryland 21704.

Article 3. Plan of Merger

EarthData Solutions, LLC and EarthData Holdings, Inc. hereby agree to merge in accordance with the terms and conditions contained in the Plan of Merger between the parties. A copy of the Plan of Merger is attached to these Articles of Merger as Exhibit A.

Article 4. Compliance With State Law

4.1 Maryland

This merger is permitted by Subtitle 1 of Title 3 of the Maryland General Corporation Law, and the Successor has complied with the applicable laws of Maryland and its charter documents in effecting the merger.

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4.2 Florida

This merger is permitted by Section 608.438 et seq. of the Act, and the Merging Company has complied with the applicable provisions of the Act and its Operating Agreement.

Article 5. Approval

5.1 Approval of the Merging Company

In accordance with the applicable provisions of the Act, including Section 608.4381, and the Operating Agreement of the Merging Company, the merger and the Plan of Merger were approved by the consent of members holding at least eighty percent (80%) of the membership interests of the Merging Company (in the form of a written consent of the sole member, EarthData Holdings, Inc., who had waived any required notice). The effective date of the consent to action is December 19, 2005.

5.2 Approval of Successor

In accordance with the Successor's charter and with Sections 2-408, 2-505 and 3-105 of the Maryland General Corporation Law, the merger and the Plan of Merger were approved by the written consents of the sole director and the sole shareholder of the Successor. The effective date of the consents to action is December 19, 2005.

Article 6. Effective Date

This merger of the Merging Company into the Successor will be effective on December 27, 2005.

Article 7. Amendments to Charter

No amendment to the charter of the Successor is made by these Articles of Merger.

Article 8. Shares of and Interests in the Parties

8.1 Shares of the Successor

The total number of shares of stock of all classes which the Successor Corporation has the authority to issue is One Hundred Thousand (100,000). The number of shares of stock of each class is as follows: Thirty Thousand (30,000) shares of Class A common stock with no par value and Seventy Thousand (70,000) shares of Class B common stock

with no par value. There are currently Three Thousand (3,000) shares of Class A common stock and Seven Thousand (7,000) shares of Class B common stock issued and outstanding.

8.2 Membership Interests in the Merging Company

Membership interests in the Merging Company are not divided into classes, and all membership interests are held by EarthData Holdings, Inc., the sole member.

Article 9. Manner of Conversion or Exchange

The manner and basis of converting or exchanging membership interests of the Merging Company into stock of the Successor is as set forth in the Plan of Merger attached to these Articles of Merger as Exhibit A.

Article 10. Agent for Service of Process

The Successor is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting members of Merging Company.

Article 11. Dissenting Members

The Successor agrees to promptly pay to any dissenting member of Merging Company the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the Act.

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IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger and the undersigned declare that the facts stated in these Articles of Merger are true this 19th day of December 2005.

EARTHDATA SOLUTIONS, LLC

By: EARTHDATA HOLDINGS, INC.,
the Sole Member

By: R. Douglas Massey
R. Douglas Massey
Chief Financial Officer

EARTHDATA HOLDINGS, INC.

By: Bryan J. Logan
Bryan J. Logan
Chairman of the Board

I, the undersigned, Secretary of EarthData Holdings, Inc., attest and swear under penalty of perjury that the foregoing is a corporate act.

R. Douglas Massey
R. Douglas Massey, Secretary

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EXHIBIT A
PLAN OF MERGER

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PLAN OF MERGER

This Plan of Merger is entered into this 19th day of December, 2005 by and between EarthData Solutions, LLC, a Florida limited liability company ("Merging Company") and EarthData Holdings, Inc., a Maryland corporation ("Surviving Corporation").

The parties hereto agree as follows:

SECTION 1. MERGER

On the Effective Date (as defined below), Merging Company shall be merged with and into Surviving Corporation.

SECTION 2. EFFECT OF MERGER

2.1. Single Corporation. At the time of this merger, the separate existence of Merging Company shall cease, and both Merging Company and Surviving Corporation shall be a single corporation, and that single corporation shall be Surviving Corporation.

2.2. Title to Assets. At the time of this merger, the title to all property owned by Merging Company shall transfer to, vest in, and devolve upon Surviving Corporation without reversion or impairment, and without further act or deed.

2.3. Liabilities and Obligations. At the time of this merger, Surviving Corporation shall assume and be responsible and liable for all debts, liabilities and obligations of Surviving Corporation and Merging Company, including any arising out of the rights of dissenters. Neither the rights of creditors nor any liens upon the property of either entity shall be impaired by such merger.

2.4. Pending Proceedings. The parties hereto acknowledge that any claim existing or action or proceeding pending against Merging Company or Surviving Corporation at the time of this merger may be continued as if the merger did not occur, or Surviving Corporation may be substituted in the proceeding for Merging Company.

2.5. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Date, shall not be amended or otherwise affected by the merger and shall be the Articles of Incorporation of Surviving Corporation following this merger, and shall remain in full force and effect in accordance with its terms.

2.6. Bylaws. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Date, shall not be amended or otherwise affected by the merger and shall be the Bylaws of Surviving Corporation following this merger, and shall remain in full force and effect in accordance with its terms.

2.7. Director and Officers. The director of Surviving Corporation who is serving at the time of this merger shall continue to serve as director of Surviving Corporation until the next

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annual meeting of the shareholder called for the purpose of electing directors, or until the director's earlier death, resignation, or removal. The officers of Surviving Corporation who are serving at the time of this merger shall continue to serve as officers of Surviving Corporation until the next annual meeting of directors called for the purpose of appointing officers, or until the officers' earlier death, resignation, or removal.

SECTION 3. STOCK OF SURVIVING CORPORATION AND MEMBERSHIP INTERESTS OF MERGING COMPANY

The total number of shares of issued and outstanding common stock of Surviving Corporation is Ten Thousand (10,000), Three Thousand (3,000) of which are Class A common stock, no par value, and Seven Thousand (7,000) of which are Class B common stock, no par value. There is only one class of membership interests of Merging Company. At the time of this merger, the sole member of Merging Company is Surviving Corporation. Thus, the membership interests of Merging Company shall not be converted or exchanged in any manner. Each of the membership interests of Merging Company shall, by virtue of the merger and without any action on the part of Merging Company or Surviving Corporation, be extinguished upon the Effective Date of the merger. The issued shares of Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Date shall continue to represent one issued share of Surviving Corporation. Thus, the sole stockholder of Surviving Corporation will remain the sole stockholder of Surviving Corporation after the merger.

SECTION 4. EFFECTIVE DATE

The merger of Merging Company and Surviving Corporation shall be effective on December 27, 2005 (the "Effective Date"). Articles of Merger shall be filed promptly following the approval of this plan by the sole member of Merging Company and the sole stockholder and sole director of Surviving Corporation.

SECTION 5. INTENT

Merging Company and Surviving Corporation intend that the transaction contemplated by this plan shall be a merger of a limited liability company into a corporation under the General Corporation Law of the State of Maryland and the Limited Liability Company Act of the State of Florida. The parties acknowledge that prior to the merger, Merging Company was considered a "disregarded entity" for federal income tax purposes.

SECTION 6. GOVERNING LAW

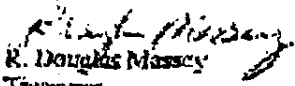
This plan shall be governed by the laws of the State of Maryland.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of the day and year first above written.


EARTHDATA SOLUTIONS, LLC

By:


R. Douglas Massey
President

EARTHDATA HOLDINGS, INC

By:


Bryan J. Logan
Chairman of the Board

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