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Division of Corporations

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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : WEBSTER, CHAIRES & PARTNERS, P.L.  
Account Number : I20000000284  
Phone : (407) 691-0500  
Fax Number : (407) 691-0501

LIMITED LIABILITY COMPANY

Think Geospatial, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
THINK GEOSPATIAL, LLC.**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this limited liability company (the "Company") shall be **THINK GEOSPATIAL, LLC.**

**ARTICLE II  
DURATION**

Unless earlier terminated pursuant to the Act or the operating agreement (as defined in §608.402 (24) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be:

THINK GEOSPATIAL, LLC  
c/o Webster, Chaires & Partners, P.L.  
1936 Lee Road, Suite 101  
Winter Park, Florida 32789

**ARTICLE IV  
REGISTERED AGENT**

The initial registered office of this Company shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789, and its initial registered agent at such office shall be W&P Services, Inc.

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**ARTICLE V  
ADDITIONAL MEMBERS**

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the operating agreement, as amended from time to time.

**ARTICLE VI  
CONTINUATION OF BUSINESS**

Pursuant to §608.441(1)(d), Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

**ARTICLE VII  
MANAGEMENT OF THE COMPANY**

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The Company may also designate persons as Directors, under the Operating Agreement, who shall act in a manner similar to directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Beat Kahli	Director
Keith A. Ewing	Director/ Treasurer/CFO
Eric Marks	Director
Bryan McFadden	Director/President/CEO
Benjamin R. Hoffman	Director/Secretary – Executive VP/COO
Andrew Sloop	Vice President of Marketing of Business Development

The address of the managers shall be as follows:

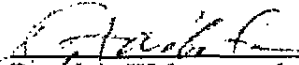
c/o J. David Zehntbauer  
Dunn Carney Allen Higgins & Tongue LLP  
851 SW Sixth Ave, Ste. 1500  
Portland, OR 97204-1357

IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.408(1)(a) of

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TALLAHASSEE, FLORIDA

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the Act.

  
David A. Webster, authorized agent for  
member of the Company

Dated: 1 April 2005


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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time (the  
"Act"), the following is submitted:

THINK GEOSPATIAL, LLC., desiring to organize or qualify under the laws of the  
State of Florida as a limited liability company pursuant to the Act, hereby designates W&P  
Services, Inc., as its registered agent to accept service of process within the State of Florida and  
the address of its registered office shall be 1936 Lee Road, Suite 101, Winter Park, Florida  
32789.

DATED this 1st day of April 2005.

  
David A. Webster, authorized agent for a  
member of the Company

Having been named as registered agent to accept service of process for the above named  
limited liability company, at the place designated in this certificate, I, on behalf of W&P  
Services, Inc., as its president, hereby agree to accept the appointment as registered agent and  
agree to act in this capacity. I further agree to comply with the provisions of all statutes relating  
to the proper and complete performance of my duties, and I am familiar with and accept the  
obligations of my position as registered agent.

DATED this 1st day of April 2005.

W&P Services, Inc., a Florida corporation

By:   
David A. Webster, President