

Kalis & Kleiman, P.A.

7320 Griffin Road, Suite 109
Davie, Florida 33314

Neal R. Kalis
M. Scott Kleiman

Telephone (954) 791-0477
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L990000003170

May 28, 1999

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Giolmaging, L.L.C.

Gentlemen:

Enclosed is an original and one copy of Articles of Organization for Florida Limited Liability Company. Please file the original and return one certified copy to me. A check in the amount of \$285.00 to cover cost for same is enclosed herewith together with a return envelope.

Very truly yours,



NEAL R. KALIS

000002891830--8
-06/02/99-01007-012
****285.00 ****285.00

Encls.

cc: Miller, Legg & Associates, Inc. (Attn: David John)

Haas Hatic, Esquire

NRK: pc

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

GeoImaging, L.L.C.

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company is:

1800 N. Douglas Road, Suite 202
Pembroke Pines, Florida 33024

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by its members (the "Members") and the name and address of the Managing Member is:

Christopher T. Niven
1800 N. Douglas Road, Suite 202
Pembroke Pines, FL 33024

ARTICLE V - Registered Agent and Office

The name of the initial registered agent of the Limited Liability Company is:

Christopher T. Niven
1800 N. Douglas Road, Suite 202
Pembroke Pines, FL 33024

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ARTICLE VI - Miscellaneous

The right of the members to admit additional members and the terms and conditions of the admissions, and the right of the remaining members to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member shall be determined by the Executive Board.

Christopher T. Niven
Member of the Limited Liability Company

Christopher T. Niven
Christopher T. Niven

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Date: 05/27/99

Christopher T. Niven

Christopher T. Niven
Christopher T. Niven

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

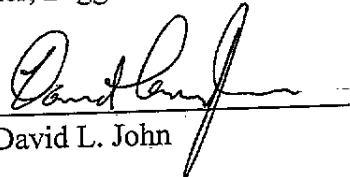
The undersigned member or authorized representative of the member of **GeoImaging, L.L.C.** says:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by the members is \$-0-;
- 4) the total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledge them to be our act this 27th day of May, 1999.

MEMBER

Miller, Legg & Associates, Inc.

By 
David L. John

MEMBER


Christopher T. Niven

Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes,
the execution of this affidavit constitutes an affirmation
under the penalties of perjury that the facts stated herein are true.)

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