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February 9, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/10/00--01096--019
*****78.75 *****78.75

Re: **GEODETIC SERVICES, INC.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation and one (1) Certificate Designating Registered Office and Registered Agent for the Service of Process within Florida, together with a check in the amount of \$78.75, for payment of in the incorporation fee. Please file the enclosed articles and return a certified copy to me.

Sincerely,

AMARI & THERIAC, P.A.

Matthew J. Monaghan
Matthew J. Monaghan, Esquire

FILED
00 MAR 24 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MJM/kpt
Enclosures

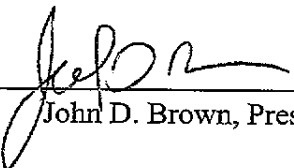
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CERTIFICATE OF DOMESTICATION

The undersigned, **John D. Brown**, President, of **Geodetic Services, Incorporated** a foreign Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was May 24, 1977.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Geodetic Services, Incorporated.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Geodetic Services, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was State of ~~Florida~~ Delaware.

I am **John D. Brown**, of **Geodetic Services, Incorporated** and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 28th day of February, 2000.



John D. Brown, President

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00 MAR 24 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GEODETIC SERVICES, INC.**

FILED
00 MAR 24 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is **GEODETIC SERVICES, INC.**

ARTICLE II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$.10 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: John D. Brown, 1511 Riverview Drive, Melbourne, Florida 32901.

The principal office of the corporation is as follows: 1511 Riverview Drive, Melbourne, Florida 32901.

**ARTICLE VI
Incorporator**

The name and street address of the incorporator of this corporation is:

NAME

STREET ADDRESS

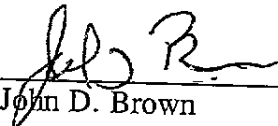
John D. Brown

1511 Riverview Drive
Melbourne, Florida 32901

**ARTICLE VII
Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

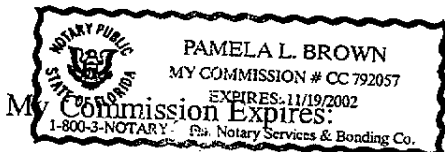
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 4th day of February, 2000.



John D. Brown

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 4th day of February, 2000, by **John D. Brown**, who is personally known to me, who is not personally known to me, but who has produced his driver's license as identification.



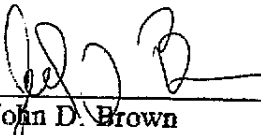


NOTARY PUBLIC

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

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

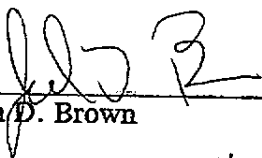
GEODETIC SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **John D. Brown**, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1511 Riverview Drive, Melbourne, Florida, 32901



John D. Brown

DATED: February 4th, 2000

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



John D. Brown

DATED: February 4th, 2000

FILED
00 MAR 24 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA