

FROM

(THU) 3.23.00 14:28/ST. 14:27/NO. 4200000677 P 1

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**Division of Corporations**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 MAR 23 AM 11:51

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**FLORIDA PROFIT CORPORATION OR P.A.**

**GeoNetwork, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
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FROM

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2000 MAR 23 AM 11: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**GeoNetwork, Inc.**

The undersigned, acting as incorporator of GeoNetwork, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is GeoNetwork, Inc.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 50,000,000 shares of common stock having a par value of \$.001 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

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#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Norma de Miguel, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### ARTICLE X. DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article X (including any amendment or repeal of this Article X made by virtue of any change in the Florida Business Corporation Act after the date hereof) shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal on account of any action taken or any failure to act by such director prior to such time.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on March 23, 2000.

  
Norma de Miguel, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:


That GeoNetwork, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 23rd day of March, 2000.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By:   
Name: Steven H. Hagen  
Title: Vice President

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