

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

700000044054

Superior Quartermap
Distributors, Inc

100003235581--9
-05/02/00--01075--010
****157.50 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
00 MAY -2 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY -2 PM 12:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH MAY 02 2000

Signature _____

Requested by KB Date 5/2/00 Time 10:23
Name _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
SUPERIOR QUARTERMAPS DISTRIBUTORS, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is SUPERIOR QUARTERMAPS DISTRIBUTORS, INC.

ARTICLE II

The principal office of the corporation is 525 - 14th Avenue N.E., St. Petersburg, Florida 33701.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of Capital Stock with a par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

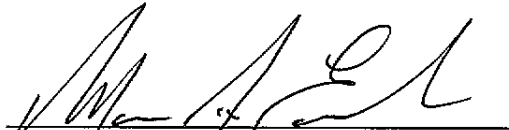
The street address in Florida of the initial registered office of the corporation is 525 - 14th Avenue N.E., St. Petersburg, Florida 33701; and the name of the initial Registered Agent at such address is Marc T. Earle.

ARTICLE VII

The name and address of the incorporator are as follows:

Marc T. Earle
525 - 14th Avenue N.E.,
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of April, 2000.

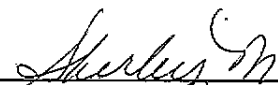


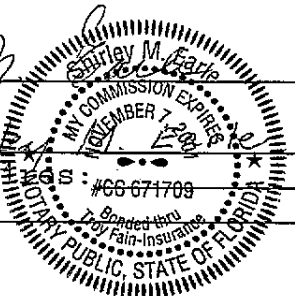
MARC T. EARLE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marc T. Earle, as subscriber of SUPERIOR QUARTERMAPS DISTRIBUTORS, INC., known to me personally to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

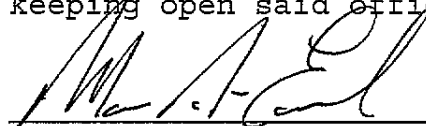
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at St. Petersburg, said County and State, this 19th day of April, 2000.



Notary Public
Print Name: Shirley M. Earle
My Commission Expires: DECEMBER 7 2001
Commission No: #66-671709


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



MARC T. EARLE

FILED
00 MAY -2 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA