

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

<input checked="" type="checkbox"/>	Art of Inc. File	00 MAY -2 PM 3:25 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	00 MAY -2 PM 12:20 RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	T. SMITH MAY 02 2000
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by LB 5/2/00 10:23

Name _____ Date _____ Time _____

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

ARTICLE VI

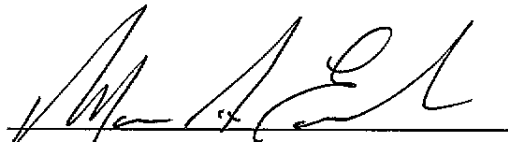
The street address in Florida of the initial registered office of the corporation is 525 - 14th Avenue N.E., St. Petersburg, Florida 33701; and the name of the initial Registered Agent at such address is Marc T. Earle.

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.

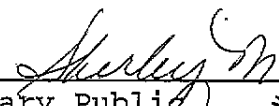


MARC T. EARLE

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.

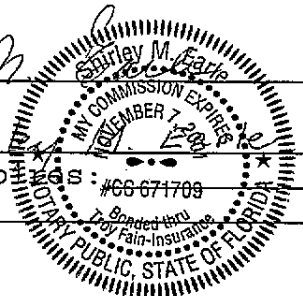


Notary Public

Print Name: Shirley M. Earle

My Commission Expires: NOVEMBER 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