

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Superior Aerial Photography

Tue.

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*****78.75 *****78.75

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DIVISION OF CORPORATION

Signature

Requested by:

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Name

Date

Time

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Art of Inc. File Cert
 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

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TALLAHASSEE, FLORIDA
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2000

CAPITAL CONNECTION, INC.
417 E VIRGINIA ST, STE 1
TALLAHASSEE, FL 32302

SUBJECT: SUPERIOR AERIAL PHOTOGRAPHY, INC.
Ref. Number: W00000025589

We have received your document for SUPERIOR AERIAL PHOTOGRAPHY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 400A00055469

ARTICLES OF INCORPORATION

OF

SUPERIOR AERIAL PHOTOGRAPHY, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of said State providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I - NAME

The name of this corporation shall be:

SUPERIOR AERIAL PHOTOGRAPHY, INC.

ARTICLE II - DURATION OF THE CORPORATION

This corporation shall have perpetual existence, unless sooner dissolved by operation of law.

ARTICLE III - PURPOSE OF CORPORATION

The general nature of business to be transacted is as follows:

Section 1 - To engage in the manufacture, sale, marketing and servicing of aircraft, aerial photographic equipment and aerial photographic services.

Section 2 - To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate develop, control, build, erect, maintain, reconstruct or purchase, either directly or through ownership in stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchises and licenses and to sell, lease, hire, or otherwise dispose of the lands, buildings, or other property of the company or any part thereof.

Section 3 - To act as agent for others in the manufacture, marketing, installation and servicing of all types of aircraft, aerial and all other types of photographic equipment, aerial and all other types of photographic services and other goods, wares, merchandise,

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TALLAHASSEE, FLORIDA

articles, materials and equipment of all kinds.

Section 4 - To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, assign, sell, transfer, or otherwise dispose of and invest in, trade in, deal in and with aircraft and photographic equipment, parts, instruction materials, supplies, accessories, film processing, and all other goods and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

Section 5 - To conduct business in, have one or more offices in, and build, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states of the United States and in foreign countries.

Section 6 - To contract debts, borrow money, issue and sell and pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtednesses as may be required or desirable.

Section 7 - To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Section 8 - To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida, or any other state or government, and while owner of such stock to exercise such rights, powers and privileges of ownership, including the right to vote such stock.

Section 9 - The corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and the United States and shall have all the general powers, together with all the additional and specific powers granted by the laws of the State of Florida as well as all implied powers in carrying out the foregoing express powers.

Section 10 - The foregoing clauses shall be construed both as object and powers, but no recitation, expression or declaration of specific powers or special powers shall be deemed to be exclusive; rather, it is

hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every stockholder of the corporation, upon the sale for cash of any new stock of the same kind, class or series as that which he holds, shall have the right to purchase his or her pro-rata share thereof as nearly as may be done without the issuance of fractional shares, at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE VI - NAME OF REGISTERED AGENT AND ADDRESS OF REGISTERED OFFICE

The street address of the corporation's initial registered office shall be: 21767 High Pine Trail, Boca Raton, FL 33428. The name of the corporation's initial registered agent at said address is: Everett H. Dudley, Jr. The principal place of business and mailing address of the corporation is 21767 High Pine Trail, Boca Raton, FL 33428.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one director. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders. The directors shall administer the affairs of the corporation and shall have the right to fix their own salaries as well as those of the officers of the corporation.

ARTICLE VIII - INITIAL DIRECTORS

The name and address of each member of the initial board of directors of the corporation is:

Everett H. Dudley, Jr.
21767 High Pine Trail
Boca Raton, FL 33428

ARTICLE IX - INCORPORATORS

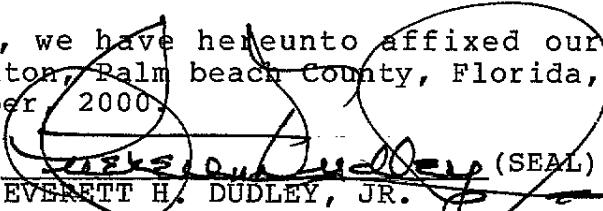
The name and address of each incorporator is:

Everett H. Dudley, Jr.
21767 High Pine Trail
Boca Raton, FL 33428

RESERVATION OF RIGHT

The corporation reserves the right to amend or repeal these Articles of Incorporation or any amendment to them and any right conferred upon the shareholders of the corporation shall be subject to this reservation.

IN WITNESS WHEREOF, we have hereunto affixed our hands and seals at Boca Raton, Palm Beach County, Florida, this 17th day of October 2000.


(SEAL)
EVERETT H. DUDLEY, JR.

STATE OF FLORIDA

COUNTY OF PALM BEACH

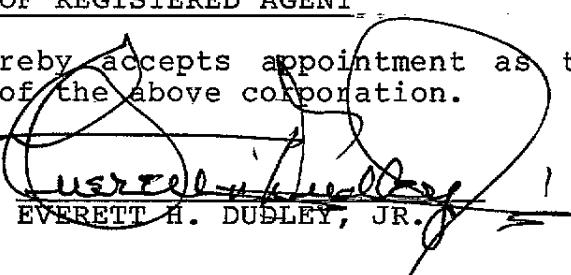
BEFORE ME, the undersigned authority, personally appeared EVERETT H. DUDLEY, JR., to me personally known or who furnished _____ as identification, and known by me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and who acknowledge before me, under oath, that he executed the same for the purposes therein expressed.


NOTARY PUBLIC, STATE OF FLORIDA
At Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial Registered Agent of the above corporation.


EVERETT H. DUDLEY, JR.

