

Law Offices  
FRANK P. MEHOK, JR. P.A.  
610 E. Atlantic Avenue  
Delray Beach, Florida 33483

Frank P. Mehok, Jr.  
Attorney at Law

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December 16, 2000  
PO1000000 1697

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32374

100003517321--9  
-12/29/00--01067--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: UNDERSEA & COASTAL GEOMATICS, INC.

Dear Secretary of State:

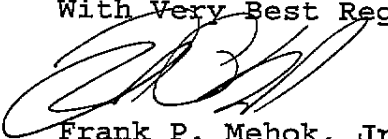
Enclosed herewith for filing is an original and one copy of the  
ARTICLES OF INCORPORATION for UNDERSEA & COASTAL GEOMATICS, INC.

Also enclosed is a check in the sum of \$78.75 which represents  
the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>78.75</u>

Please return a certified copy of the ARTICLES OF INCORPORATION  
to the undersigned.

With Very Best Regards,

  
Frank P. Mehok, Jr.

FPMjr/vgb

Enclosures

FILED  
00 DEC 29 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMITH JAN 05 2001

FILED  
00 DEC 29 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
UNDERSEA & COASTAL GEOMATICS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is UNDERSEA & COASTAL GEOMATICS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is: 2481 NW Boca Raton Boulevard, Boca Raton, Florida 33431.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: FRANK P. MEHOK, JR., 610 E. Atlantic Avenue, Delray Beach, FL 33483.

#### ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares of stock they agree to take and the value of the consideration therefore is:

<u>Name of Subscriber</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration Not Less Than</u>
Thomas J. Campbell	1067 Marble Way Boca Raton, FL 33432	500	\$500.00
Norman H. Beumel	2884 SW 13th Drive Deerfield Beach, FL 33442	250	\$250.00
Richard H. Spadoni	100 SW 13th Ave., Boca Raton, FL 33481	250	\$250.00

#### ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

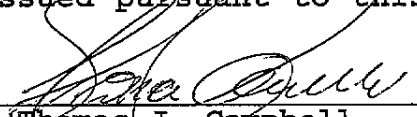
#### ARTICLE X - INITIAL DIRECTORS

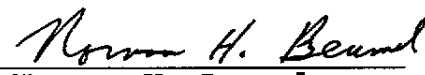
The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

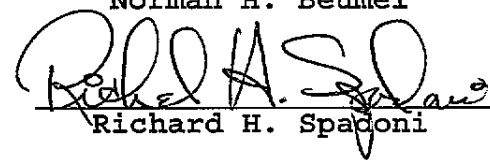
<u>Name</u>	<u>Address</u>
Thomas J. Campbell	1067 Marble Way Boca Raton, FL 33432
Norman H. Beumel	2884 SW 13th Drive Deerfield Beach, FL 33442
Richard H. Spadoni	100 SW 13th Ave., Boca Raton, FL 33481

ARTICLE XI - STOCK PLAN

The subscribers to this agreement do hereby agree that they shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.

  
Thomas J. Campbell

  
Norman H. Beumel

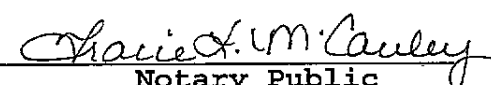
  
Richard H. Spadoni

STATE OF FLORIDA            )  
                                      :SS  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared THOMAS J. CAMPBELL, NORMAN H. BEUMEL and RICHARD H. SPADONI, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20<sup>th</sup> day of December, 2000.

My Commission Expires:

  
Notary Public  
State of Florida at Large



Tracie L. McCauley  
My Commission CC768540  
Expires August 19, 2002

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
AGENT UPON WHOM PROCESS MAY BE SERVED.

\* \* \* \* \*

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- That UNDERSEA & COASTAL GEOMATICS, INC.  
desiring to organize under the laws of the State of Florida with  
its principal place of business, as indicated in the Articles of  
Incorporation, to be at 2481 NW Boca Raton Boulevard, City of  
Boca Raton, County of Palm Beach, State of Florida, has named  
Frank P. Mehok, Jr., located at 610 E. Atlantic Avenue, City of  
Delray Beach, County of Palm Beach, State of Florida 33483, as  
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



Frank P. Mehok, Jr. (Resident Agent)

FILED  
00 DEC 29 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA