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Of counsel
Brant and Baldwin
Lake Park, Florida 33403

April 3, 2001

Department of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation/GEOSOLUTIONS, INC.

100003960771---P
-04/03/01--01067--014
****122.50 *****78.75

Dear Sir/Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for a for-profit corporation, together with a check in the amount of \$122.50 (Filing Fee \$70.00 and Certified Copy \$52.50 and Registered Agent Designation \$35.00) for the filing fee.

I understand that you will be sending an acknowledgment letter with the date of filing.

If you have any questions please advise.

Sincerely,



Charles M. Pigott
CMP/jap

Enclosures:

Articles of Incorporation
Check

FILED
01 APR -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gj 4/16

FILED

01 APR -5 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GEOSOLUTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporations shall be:

GEOSOLUTIONS, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

(a) Software development and solutions.

(b) To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, lease, sell, or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the corporation.

(c) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and descriptions, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, copyrights, trademarks and licenses in the State of Florida and all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of 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 all of the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III.

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00.

ARTICLE IV.

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) dollars, which sum shall be paid to the corporation.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The street address of the principal place of the corporation in the State of Florida is:

15036 Alexander Run
Jupiter, Florida 33478

The street address of the registered office of the corporation in the State of Florida is 15036 Alexander Run, Jupiter, Florida 33478, and the registered agent is designated as: George L. Wassung of the same address.

ARTICLE VII.

The business of the corporation shall be managed by the stockholders.

ARTICLE VIII.

The following is the name and address of the subscriber

of these Articles of Incorporation who agrees to purchase fifty (50) shares of stock authorized for the sum of five hundred (\$500.00) dollars.

<u>Name</u>	<u>Address</u>
George L. Wassung	15036 Alexander Run Jupiter, Florida 33478

ARTICLE IX.

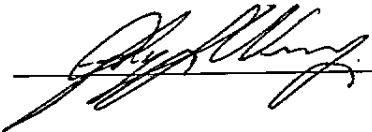
The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X.

The undersigned hereby appoints George L. Wassung, whose business address is 15036 Alexander Run, Jupiter, Florida 33478, as registered agent of GEOSOLUTIONS, INC.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this the 2nd day of April, 2001

X 

FILED
01 APR -5 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

I HEREBY CERTIFY that on this day personally appeared _____ before the undersigned notary public duly authorized to administer oaths and - take acknowledgments, George L. Wassung, who first being duly sworn by me did depose and say that he is the individual described in the foregoing Certificate of - Incorporation of GEOSOLUTIONS, INC. _____ and he/she acknowledged before me that he/she signed and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal at Lake Park, County of Palm Beach, State of Florida, this the 2nd day of April, -2001 -



Charles M. Pigott
MY COMMISSION # CC700051 EXPIRES
March 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Charles M. Pigott
Notary Public
Print Name: Charles M. Pigott
My Commission Expires: _____

ACCEPTANCE

The undersigned, George L. Wassung, hereby accepts the appointment as registered agent of GEOSOLUTIONS, INC.

X [Signature]