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TALLAHASSEE, FLORIDA

4/15/04

SALLY H. FOOTE
Board Certified in Real Estate
DENNIS P. THOMPSON
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Of Counsel
LARRY K. MEYER, P.A.
Florida Bar Board Certified Wills,
Trusts and Estate Planning
Fellow, American College of Trust
and Estate Counsel (ACTEC)

April 14, 2004

VIA U.P.S. DELIVERY

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation: **Ocean Earth Technologies, Inc. and Geophysical
Exploration & Mapping Technologies, Inc.**

Dear Sirs/Madam:

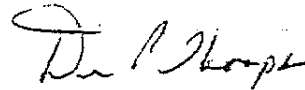
Enclosed for filing with your office please find the Articles of Incorporation and Designation of Registered Agent for the above corporations.

We are also enclosing our check in the amount of **\$157.50** which represents the following fees:

| | |
|---|---------|
| Filing fees | \$70.00 |
| Registered agent designation fees | \$70.00 |
| Certified copies of Articles of Incorporation | \$17.50 |

Please forward the certified copies of the Articles of Incorporation to this office. Thank you for your cooperation.

Very truly yours,



Dennis P. Thompson

DPT:caw
Enclosures

ARTICLES OF INCORPORATION

OF

GEOPHYSICAL EXPLORATION & MAPPING TECHNOLOGIES, INC.

I.

NAME

The name of this corporation shall be GEOPHYSICAL EXPLORATION & MAPPING TECHNOLOGIES, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation and shall exist perpetually.

FILED

04 APR 15 PM 5:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IV.

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

ADDRESS OF THE PRINCIPAL OFFICE

The street address and the mailing address of the principal office of this corporation is 402 Tampa Road, Palm Harbor, Florida 34683.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1150 Cleveland Street, Suite 301, Clearwater, Florida 33755, and the name of the initial registered agent of this corporation at that address is Dennis P. Thompson.

VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| | |
|---------------|--|
| Sandy Nettles | 402 Tampa Rd. Palm Harbor, FL 34683 |
|---------------|--|

| | |
|--------------|--|
| Nick Nettles | 402 Tampa Rd. Palm Harbor, FL 34683 |
|--------------|--|

| | |
|---------------|--|
| Karen Nettles | 402 Tampa Rd. Palm Harbor, FL 34683 |
|---------------|--|

| | |
|-------------|--|
| James Board | 402 Tampa Rd. Palm Harbor, FL 34683 |
|-------------|--|

| | |
|---------------|--|
| Cynamon Board | 402 Tampa Rd. Palm Harbor, FL 34683 |
|---------------|--|

IX.

INCORPORATORS

The name and address of the person signing these Articles is:

Dennis P. Thompson Suite 301
1150 Cleveland Street
Clearwater, Florida 33755

X.

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of April, 2004.



DENNIS P. THOMPSON

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgements in the County and State aforesaid, personally appeared DENNIS P. THOMPSON, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

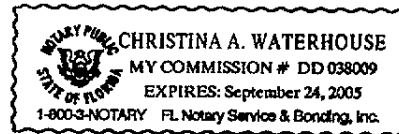
WITNESS my hand and official seal in the County and State last aforesaid, this 14 day of April, 2004.



Notary Public

My Commission Expires:

CHRISTINA A. WATERHOUSE



Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **Geophysical Exploration & Mapping Technologies, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Clearwater, County of Pinellas, State of Florida, has named Dennis P. Thompson, located at 1150 Cleveland Street, Suite #301, Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Registered Agent

By: 
DENNIS P. THOMPSON