

P95000050205

TRANSMITTAL LETTER

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

800001523618
-06/27/95--01005--018
****122.50 ****122.50

SUBJECT: GeoComm International Corporation

Reservation Number R95000002458, Effective May 31, 1995

I enclose an original and (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: Thomas T. Knighten

From:

Thomas T. Knighten
1674 Parkside Circle
Niceville, Florida 32578
(904)897-3836

FILED
95 JUN 26 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R95-2458
SDG

ARTICLES OF INCORPORATION

OF

GeoComm International Corporation

ARTICLE I NAME

The name of the corporation shall be:

GeoComm International Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1674 Parkside Circle

Niceville, Florida 32578

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas T. Knighten

1674 Parkside Circle

Niceville, Florida 32578

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Thomas T. Knighten

1674 Parkside Circle

Niceville, Florida 32578

The undersigned has executed these Articles of Incorporation this 20th day of June 1995.


Thomas T. Knighten, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GeoComm International Corporation.

2. The name and address of the registered agent and office is:

Thomas T. Knighten

1674 Parkside Circle

Niceville, Florida 32578

Signature:

Thomas T. Knighten

Title: President

Date: June 20, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Thomas T. Knighten

Date: June 20, 1995

P95000050205

DANIEL C. PERRI

Attorneys at Law

5 Clifford Drive

Suite Twelve

Shalimar, Florida 32579

Daniel C. Perri

Alexandra R. Haught

Telephone (904) 651-3011

Facsimile (904) 651-3306

September 8, 1995

**Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301**

Re: Amended Articles of Incorporation

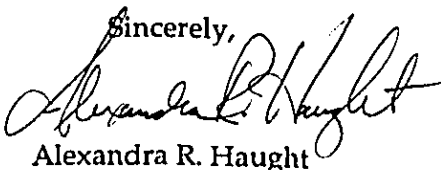
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Amended Articles of Incorporation for Geocomm International Corporation. Please file the original and return a copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$35.00 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,



Alexandra R. Haught

100001582871
-09/12/95--01091--011
*****35.00 *****35.00

Enc.

SH SEP 22 1995

Amend.

SEP 18 PM 12:44
DIVISION OF CORPORATIONS
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 14, 1995

Daniel C. Perri
5 Clifford Dr.
Suite Twelve
Shalimar, FL 32579

SUBJECT: GEOCOMM INTERNATIONAL CORPORATION
Ref. Number: P95000050205

We have received your document for GEOCOMM INTERNATIONAL CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 695A00042380

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DIVISION OF CORPORATIONS
95 SEP 18 PM 12:44

Daniel C. Perri
Alexandra R. Haught

DANIEL C. PERRI
Attorneys at Law
5 Clifford Drive
Suite Twelve
Shalimar, Florida 32579

Telephone (904) 651-3011

Facsimile (904) 651-3306

September 18, 1995

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Amended Articles of Incorporation

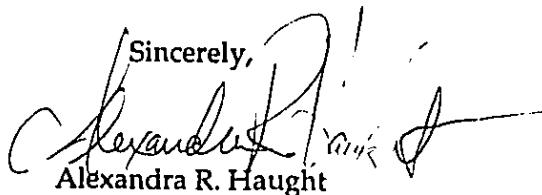
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Amended Articles of Incorporation for Geocomm International Corporation. These were reformed in accordance with your letter, which is enclosed.

Please file the original and return a copy along with a Certificate of Incorporation. The payment of \$35.00 was sent earlier, and has been retained by your department.

I appreciate your assistance in this matter.

Sincerely,


Alexandra R. Haught

Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED ARTICLES OF INCORPORATION
OF
GEOCOMM INTERNATIONAL CORPORATION

The undersigned subscriber, being the President of this corporation formed under the laws of the State of Florida, hereby amend the Articles of Incorporation which were filed on June 26, 1995 for the aforesaid corporation and which was assigned document number P95000059205 as follows:

ARTICLE I
NAME

The name of this corporation is GEOCOMM INTERNATIONAL CORPORATION.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
CORPORATE PURPOSE AND POWERS

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have is One Hundred Thousand (100,000) shares of common stock having a nominal or par value of Zero Dollars (\$0.00) per share, which stock shall have the entire voting power of the corporation.

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ARTICLE V
CURRENT REGISTERED OFFICE AND AGENT

The street address of the current registered office of this corporation is hereby amended to be 5 Clifford Drive, Shalimar, Florida 32579 and the name of the initial registered agent at that address is ALEXANDRA R. HAUGHT.

ARTICLE VI
CURRENT BOARD OF DIRECTORS

The number of directors constituting the current Board of Directors is two. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Thomas T. Knighten
1674 Parkside Circle
Niceville, FL 32578

Thomas C. Herman
410 Green Oak Lane
Niceville, FL 32578

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporator of this corporation are as follows:

Thomas T. Knighten
1674 Parkside Circle
Niceville, FL 32578

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 1674 Parkside Circle, Niceville, Florida 32578. The mailing address for the Corporation is 1674 Parkside Circle, Niceville, Florida 32578.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IX
AMENDMENT

These Amended Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X
APPROVAL OF AMENDMENT

The foregoing amendment to the Articles of Organization of the Corporation was approved by sufficient (majority) vote of the shareholders (only one class of shares are issued) on the 7th day of September, 1995, and by unanimous vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 18th day of September, 1995, for the purpose of amending those Articles of Incorporation filed on June 26, 1995 and do make and file in the Office of the Secretary of State of Florida these Amended Articles of Incorporation and certify that the facts herein stated above are true.


THOMAS T. KNIGHTEN
President

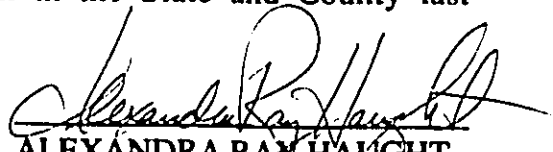
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements,

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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personally appeared THOMAS T. KNIGHTEN, who has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Amended Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 18th day of September, 1995.


ALEXANDRA RAY HAUGHT
NOTARY PUBLIC
My Commission Expires:


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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

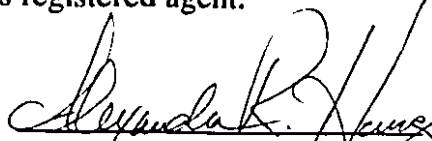
1. The name of the corporation is GEOCOMM INTERNATIONAL CORPORATION.
2. The address of the registered office is 5 Clifford Drive, Shalimar, Florida 32579.
3. The name of the registered agent at the registered office is ALEXANDRA R. HAUGHT.

Dated: September 18, 1995.


THOMAS T. KNIGHTEN
Incorporator, President

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 18, 1995.


ALEXANDRA R. HAUGHT

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DIVISION OF CORPORATE AFFAIRS
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