

P95000050205

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April 28, 1998

Secretary of State

409 E. Gaines Street

Tallahassee, FL 32301

Re: Amended Articles of Incorporation

Dear Sir or Madam:

700002507717-6
-05/01/98-01058-011
*****35.00 *****35.00

Enclosed herewith please find an original and one copy of the Second Amended Articles of Incorporation for Geocomm International Corporation.

Please file the original and return a copy. The \$35.00 filing fee is enclosed.

I appreciate your assistance in this matter.

Sincerely,



Misty Troutman

Legal Assistant to

Alexandra R. Haught

Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 27 AM 10:05

APPROVED
AND
FILED

AM
Amend
5-27-98
P95000050205-
MPX



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1998

DANIEL C. PERRI
% MISTY TROUTMAN
5 CLIFFORD DR., SUITE 12
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.

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 (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 698A00026266

SECOND 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 Two Hundred Thousand (200,000) 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 27 AM 10:05

APPROVED
AND
FILED

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 Board of Directors are as follows:

Thomas T. Knighten	Thomas C. Herman	Harvey J. Volzer	James O. Mulford
1674 Parkside Circle	4538 Southminister Circle	3501 Wainscott Place	15 Mountain Cedar Lane
Niceville, FL 32578	Niceville, FL 32578	Woodbridge, VA 22192	Littleton, CO 80127

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 4565 Commercial Drive, Suite D, Niceville, FL 32578. The mailing address for the Corporation is 4565 Commercial Drive, Suite D, Niceville, FL 32578.

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 Incorporation of the Corporation was approved by sufficient (majority) vote of the shareholders (only one class of shares are issued) on the 24th day of April, 1998, 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 24th day of April, 1998, 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

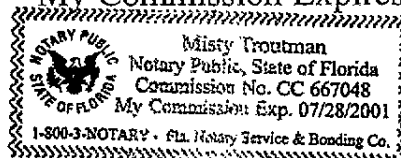
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, 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 24th day of April, 1998.


MISTY TROUTMAN
NOTARY PUBLIC

My Commission Expires:



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

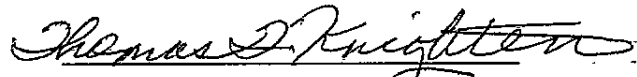
Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is GEOCOMM INTERNATIONAL CORPORATION.

2. The address of the registered office is 5 Clifford Drive, Shalimar, Florida 32579.

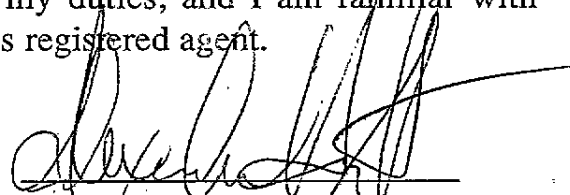
3. The name of the registered agent at the registered office is ALEXANDRA R. HAUGHT.

Dated: April 24, 1998.


THOMAS T. KNIGHTEN
Incorporator

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: April 24, 1998.


ALEXANDRA R. HAUGHT