

1201 HAYS STREET
TALLAHASSEE, FL 32309-4007
904-22-0111 FAX

800-343-8086

096000052154



PROMOTE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 991743 4327075

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

ORDER DATE : June 18, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 991743

CUSTOMER NO: 4327075

CUSTOMER: Mr. Henry B. Levi
GAMBRELL & STOLZ

. 300001867213

303 Peachtree St., N.e.
One Peachtree Ctr. / Ste. 4300
Atlanta, GA 30308

DOMESTIC FILING

NAME: GEO SOLUTIONS HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 11:11:45

FILED
DIVISION OF CORPORATIONS
95 JUN 19 11:11:45
09/19/96

ARTICLES OF INCORPORATION
OF

FILED
STATE
OFFICE
96 JUN 19 AM 11:45

GEO SOLUTIONS HOLDINGS, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is GEO Solutions Holdings, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 4900 NE 11th Avenue, Buildings D and E, Oakland Park, FL 33334.

The mailing address, wherever located, of the corporation is P. O. Box 23549, Ft. Lauderdale, FL 33307-3549.

THIRD: The number of shares that the corporation is authorized to issue is 10,000,000, consisting of 2,000,000 shares of Voting Common Stock and 8,000,000 shares of Nonvoting Common Stock, all of which are without par value. The rights of holders of Voting Common Stock and holders of Nonvoting Common Stock shall be identical; provided, that the holders of Nonvoting Common Stock shall not have any right to vote or provide written consent with respect to such shares on the election of directors or any other corporate matters or on any matters on which shareholders otherwise would be entitled to vote or provide their consent, except to the extent required under the Florida Business Corporation Act.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are:

NAME

Henry B. Levi

ADDRESS

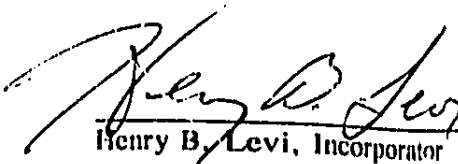
Suite 4300, One Peachtree Center
303 Peachtree Street, NE
Atlanta, GA 30308

SIXTH: The corporation is organized for the purposes of, and shall have the authority to engage in, any lawful business for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on June 18, 1996.


Henry B. Levi, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Kelly A. Hanley Kelly A. Hanley
Date: 6-18-96 Asst. Sec.

#40839

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 10:11:45