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Palm Beach, Florida 33480

96 JUL 16 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

July 11, 1996

7-11-96

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

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****122.50 ****122.50

Re: Geocorp, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Geocorp, Inc.. Upon filing the original, please forward the certificate, along with a stamped copy of the articles to the undersigned's attention.

Also enclosed is a check payable to the Secretary of State in the amount of \$ 122.50 in remittance for your fees.

If you have any questions or comments, please do not hesitate to contact the undersigned at any time. Thank you for your assistance.

Very truly yours,

ERIC J. MATHESON, P.A.


by: Eric J. Matheson

Enclosures
cc. Esther Ohayon

Ohayon.Geocorp.art.ltr.7.11.96

PH
7/19/96

ARTICLES OF INCORPORATION
OF
GEOCORP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be: Geocorp, Inc., 7958 Tennyson Court, Boca Raton, Florida 33433, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence within five (5) business days prior to the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation is 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480. The initial registered agent at that address is Eric J. Matheson.

ARTICLE VI

The corporation shall have one (1) director initially. The name and address of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Esther Ohayon	7958 Tennyson Court Boca Raton, Florida 33433

ARTICLE VII

The name and address of the incorporator is: Eric J. Matheson, Esquire, The Worth Avenue Building, 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480.

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.


ARTICLE XI

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and herunto set my hand and seal this 11th day of July, 1996.


Eric J. Matheson, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NOMINATING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida,
following is submitted:

First - That Geocorp, Inc., desiring to organize under the laws of the State of Florida, has designated 205 Worth Avenue, Suite 201, Palm Beach, Florida 33480, as the place of business for the service of process within this state.

Second -- That the above corporation has named Eric J. Matheson as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 11th day of July, 1996.



Eric J. Matheson
Registered Agent