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LAW OFFICER

THOMAS J. WOOLLEY, JR.
PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 400
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33408

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July 31, 1996

Honorable Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

4000019128341
-08/05/96--01045--001
*****70.00 *****70.00

Re: GEOIMAGERY, INC.

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named corporation together with my check in the amount of \$70.00 representing the filing fee.

If the name, GEOIMAGERY, INC., is not available, my clients have chosen GEOIMAGERY OF SOUTH FLORIDA, INC. as their second choice.

Please forward to this office a copy of the Articles of Incorporation after filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,


THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

FILED
96 AUG -5 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-6-96
148

ARTICLES OF INCORPORATION
OF
GEOIMAGERY, INC.

FILED
95 AUG -5 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GEOIMAGERY, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually commencing at the time of filing the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all business which may be permitted under the laws of the State of Florida and approved by the Board of Directors.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares common stock at \$10.00 par value.

ARTICLE 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 prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2752 S.W. 10th Street, Boynton Beach, Florida 33426. The name of the initial registered agent of this corporation is SCOTT LEE BURTON. The principal office and/or mailing address of the corporation is 2752 S.W. 10th Street, Boynton Beach, Florida 33426.

**ARTICLE VII - INITIAL BOARD
OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director.

The names and addresses of the initial directors of this corporation are:

SCOTT LEE BURTON
2752 S.W. 10th Street
Boynton Beach, FL 33426

FRANK PAUL BUSSONE, IV
6170 N.W. 33rd Way
Ft. Lauderdale, FL 33309

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

SCOTT LEE BURTON
2752 S.W. 10th Street
Boynton Beach, FL 33426

FRANK PAUL BUSSONE, IV
6170 N.W. 33rd Way
Ft. Lauderdale, FL 33309

ARTICLE IX - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of July, 1996.


SCOTT LEE BURTON


FRANK PAUL BUSSONE, IV

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that GEOIMAGERY, INC. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boynton Beach, County of Palm Beach, has named SCOTT LEE BURTON, 2752 S.W. 10th Street, Boynton Beach, Florida 33426, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


SCOTT LEE BURTON

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County above, personally appeared SCOTT LEE BURTON and FRANK PAUL BUSSONE, IV known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and who acknowledged before me that the Articles of Incorporation were executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23 day of July, 1996.

Maria A. Degollada

NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:

(SEAL)



"OFFICIAL SEAL"
Maria A. Degollada
My Commission Expires 10/1/99
Commission #CC 498838

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA