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

RE: Buz Heuchan Aerial
Photos, Inc.

DATE: December 6, 1996

MEMORANDUM

Enclosed find original and copy of Articles of Corporation
along with filing fee of \$122.50 as referenced above.

Bonnie D. Trujillo
Secretary to Mr. Maguire

BDT/tm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-11-96
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ARTICLES OF INCORPORATION
OF
BUZ HEUCHAN AERIAL PHOTOS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation shall be BUZ HEUCHAN AERIAL PHOTOS, INC..

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 2040 N.E. Coachman Rd., Clearwater, FL 34625.

ARTICLE III -- PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

ARTICLE IV -- TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles of Incorporation, and shall exist perpetually.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

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

ARTICLE VII -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is D. F.

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

D. F. Heuchan, Jr. 2040 N.E. Coachman Rd.
Clearwater, FL 34625

ARTICLE IX -- INCORPORATORS

The name and address of the incorporator is:

D. F. Heuchan, Jr. 2040 N.E. Coachman Rd.
Clearwater, FL 34625

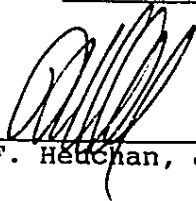
ARTICLE X -- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI -- AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 5th day of December, 1996.



D. F. Heuchan, Jr.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, 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:

BUZ HEUCHAN AERIAL PHOTOS, INC.

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

D. F. HEUCHAN, JR.
2040 N.E. Coachman Rd.
Clearwater, FL 34625

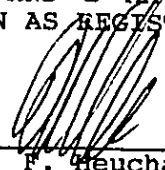
Date: 12/5/96


D. F. HEUCHAN, JR.

Title: Director

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.

Date: 12/5/96


D. F. Heuchan, Jr.
Registered Agent

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