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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

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(561) 394-3862

NAME: GEOFMARG CORP.

AUDIT NUMBER.....H97000009155

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

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Of Counsel

MEMBER IN NEW YORK

Paul R. Conson
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June 5, 1997

VIA TELECOPY/904-922-4001

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

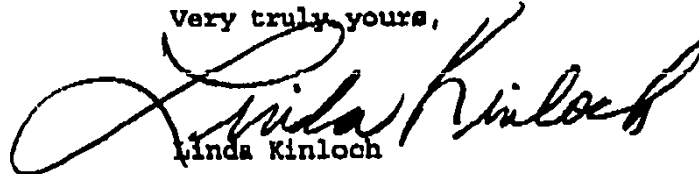
RE: GEOFMARG CORP.

Attached are the Articles of Incorporation for GEOFMARG
CORP.

Please charge our account accordingly and forward a
certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


Linda Kinloch

Attachment

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ARTICLES OF INCORPORATION
OF
GEOFMARG CORP.

ARTICLE I

NAME _____

The name of the Corporation is GEOFMARG CORP.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to issue is 5,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:

James A. Porter, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500
Florida Bar No. 233757

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation at that address is HRAWG Corp.

ARTICLE VI

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

2000 Glades Road, Suite 400
Boca Raton, Florida 33431

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

James A. Porter
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 5th day of June, 1997.


James A. Porter, Incorporator

CERTIFICATE OF DESIGNATION
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY:



Cormac C. Conahan, Vice President

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