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9/05/97

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FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
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NAME: AERIAL IMAGES, INC.

AUDIT NUMBER.....H97000014735

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
AERIAL IMAGES, INC.

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These Articles of Incorporation are executed by undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be AERIAL IMAGES, INC. The principal business address of the corporation is 4320 Colonial Boulevard, Fort Myers, Florida 33912.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Prepared by: John A. Noland, Esquire
Florida Bar No.: 175179
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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<u>Name</u>	<u>Address</u>
JOHN B. BECKER	4320 Colonial Boulevard Fort Myers, FL 33912

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have four Directors initially, and the names and addresses of the initial Directors are as follows:

JOHN B. BECKER	18164 Deep Passage Lane, S.W. Fort Myers Beach, Florida 33931
PATRICIA A. BECKER	18164 Deep Passage Lane, S.W. Fort Myers Beach, Florida 33931
BRYAN C. FOWLER	1212 S.W. 1st Terrace Cape Coral, Florida 33991
MAUREEN H. FOWLER	1212 S.W. 1st Terrace Cape Coral, Florida 33991

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

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ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

JOHN B. BECKER

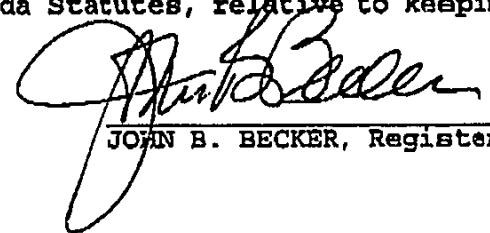
18164 Deep Passage Lane, S.W.
Fort Myers Beach, Florida 33931

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 5TH day of September, 1997.


JOHN B. BECKER

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


JOHN B. BECKER, Registered Agent

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