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May 21, 1998

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

Re: Geo-Nik Holdings, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for Geo-Nik Holdings, Inc., a for-profit corporation and a check in the amount of \$122.50 for the filing fees.

Please return a copy of the filed Articles of Incorporation, together with a certificate of status showing receipt of the Articles.

If you should have any questions or comments in this regard, please know that your inquiries will be most welcome.

Sincerely,

K. Dean Kantaras, PA

KDK:mek  
Enclosure - Articles

FILED  
98 MAY 26 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 5/29/98

*Articles of Incorporation*

*OF*

*Geo-Nik Holdings, Inc.*

FILED

98 MAY 26 AM 10: 59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

*ARTICLE I*

*Name of Corporation*

The name of this corporation shall be: Geo-Nik Holdings, Inc.

*ARTICLE II*

*Nature of Business*

The general nature of the business to be transacted by this corporation is any business permitted under the laws of the United States and the State of Florida.

*ARTICLE III*

*Capital Stock*

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1000 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

*ARTICLE IV*

*Initial Capital*

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

*ARTICLE V*  
*Term of Existence*

This corporation is to exist perpetually.

*ARTICLE VI*  
*Principal Place of Business*

The initial street address in this state of the principal office of this corporation is: . 727 Wesley Avenue, Tarpon Springs, Florida 34689. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

*ARTICLE VII*  
*Directors*

This corporation shall have one 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: Nick Pappas, 727 Wesley Avenue, Tarpon Springs, Florida 34689.

*ARTICLE VIII*  
*Incorporator*

The name and address of the person signing these Articles of Incorporation is: Nick Pappas, 727 Wesley Avenue, Tarpon Springs, Florida 34689.

*ARTICLE IX*  
*Designation of Registered Agent*

The initial designation of the Registered Office of this corporation shall be 727 Wesley Avenue, Tarpon Springs, Florida 34689 and the Registered Agent shall be Nick Pappas to accept service of process within this State until changed according to law.

*ARTICLE X*

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

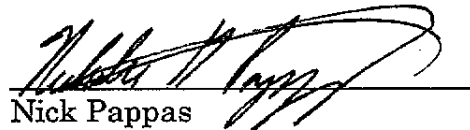
*ARTICLE XI*  
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

*ARTICLE XII*  
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

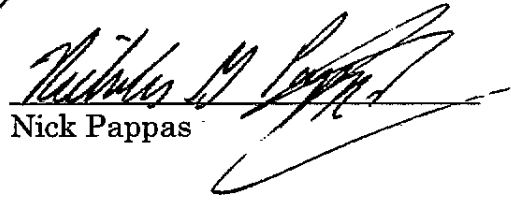
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21 day of May, 1998.

  
Nick Pappas

ACCEPTANCE BY REGISTERED AGENT

Nick Pappas does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 21 day of May, 1998.

  
Nick Pappas

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA