

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-347-8062 • Fax (850) 222-1222

P9990000004514

Geo Response Systems
Inc.

300002743643--2
-01/15/99--01023--024-
*****70.00 *****70.00

FILED

99 JAN 15 AM 10:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signature _____

Requested by: ces

Name _____

Date 1/15

Time 8:37

Walk-In _____

Will Pick Up _____

✓ Art of Inc. File _____

EFFECTIVE DATE

2-1-99

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

✓ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC I or 3 File _____

____ UCC II Search _____

____ UCC II Retrieval _____

____ Courier _____

DIVISION OF CORPORATION

99 JAN 15 AM 9:21

RECEIVED

JAN 14 1999

**ARTICLES OF INCORPORATION
OF**

GeoResponse Systems, INC.

FILED
99 JAN 15 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the Corporation) under the laws of the State of Florida, as follows:

**ARTICLE I
Names**

EFFECTIVE DATE
2-1-99

The name of the Corporation is: GeoResponse Systems, INC.

**ARTICLE II
Terms of Existence**

The date when the corporate existence shall commence shall be the First Day of February, 1999, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III
Nature of Business**

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
Powers**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which can be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or any other manner reproduced;

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- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
 - (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
 - (f) To lend money to and use its credit to assist officers and employees to the full extent permitted by law;
 - (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;
 - (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;
 - (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
 - (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;
 - (k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;
 - (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;
 - (m) To make donations to public welfare or for charitable, scientific or educational purposes;
 - (n) To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy
 - (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentives or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

- (p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;
- (q) To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE V

Capital Stock

The Corporation is authorized to issue 1,000.00 shares having a par value of one dollar (\$1.00) per share, and which shall be designated as Common Stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2396 61 Way North St. Petersburg, Florida 33710, and the name of the initial registered agent at such address is Brian R. Anderson

ARTICALVII

Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The name and addresses of the initial director of the Corporation, who shall serve until his successors are duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Brian R. Anderson	2396 61 Way North St. Petersburg, Florida 33710

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:
Brian R. Anderson, P.O. Box 47384 St. Petersburg, Florida, 33743

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any director or officer or any former director of officer, to fully extent permitted by law.

ARTICLE XI

Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of share then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder dose not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII

Amendment

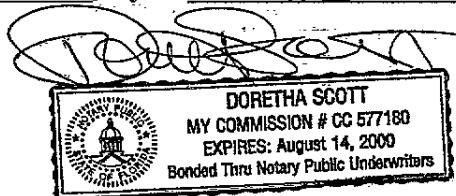
These Articles of Incorporation may be amended in the manner provided by law.

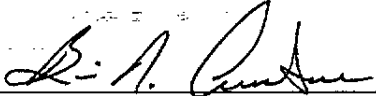
ARTICLE XIII

Principle Place of Business

The principle place of business and mailing address of this corporation shall be P.O. Box 47384, St. Petersburg, Florida, 33743.

IN WITNESS WEREOF, the undersigned incorporator has executed these Articles this 08 day of Jan, 1999.

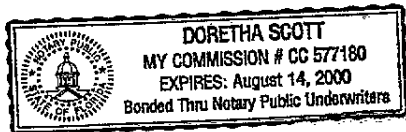



Brian R. Anderson
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledge before me this 08 day of Jan, 1999, by Doretha Scott, who is personally known to me or who has produced Florida Drivers License as identification and who did/did not take an oath.

[SEAL]



A handwritten signature of Doretha Scott in dark ink.

Notary Public

My Commission Expires:

A handwritten signature of Doretha Scott in dark ink.

Print Name

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties.

Dated: 8 Jan. 1999

A handwritten signature of Brian R. Anderson in dark ink.

Brian R. Anderson

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA