

P99000013186

TRANSMITTAL LETTER

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

SUBJECT: Geoelections, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :
\$70.00 for the filing fee.

FROM: Jon Winchester
8842 Estate Drive
West Palm Beach, FL 33411
561-791-2880

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*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~2557,611~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 3, 1999

JON WINCHESTER
8842 ESTATE DRIVE
WEST PALM BEACH, FL 33411

SUBJECT: GEOELECTIONS, INC.
Ref. Number: W99000002743

We have received your document for GEOELECTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 099A00004777

**Articles of Incorporation
Of
GeoElections, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. CORPORATE NAME

The name of this corporation is : GeoElections, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is five thousand (5,000) shares of common stock having a par value of \$1.00. The consideration for the stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors of the Corporation at their first meeting.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing these articles, unless sooner dissolved according to law.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jon Winchester
8842 Estate Drive
West Palm Beach, FL 33411
561-791-2880

The principal office is identical to the registered office.

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name and address of the initial directors of this Corporation and their addresses are:

Jon Winchester
8842 Estate Drive
West Palm Beach, FL 33411

Ken Tozier
111 South Riverhills Drive
Temple Terrace, FL 33617

ARTICLE VIII. INCORPORATOR

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

Jon Winchester
8842 Estate Drive
West Palm Beach, FL 33411


ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote unless statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

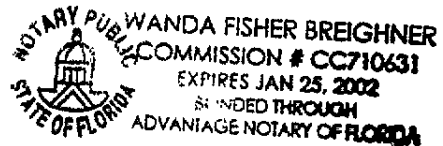
IN WITNESS THEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January 28, 1999.


Jon C. Winchester

BEFORE ME, a Notary Public, personally appeared Jon C. Winchester, to me known as the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on January 28, 1999.


Notary Public, State of Florida at Large

My Commission Expires : 1/25/2002



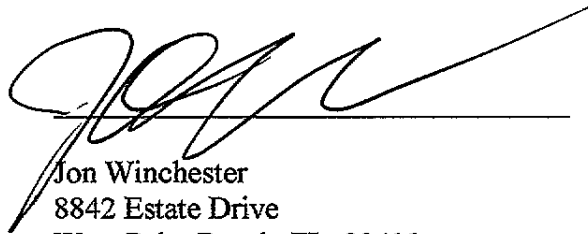
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February 6, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for GeoElections, Inc.

A handwritten signature in black ink, appearing to read 'Jon Winchester', is written over a horizontal line.

Jon Winchester
8842 Estate Drive
West Palm Beach, FL 33411
561-714-0085