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PARK, BUGG, RODNITE, OSSIAN AND ZDRAVKO, P.A.

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MARK A. OSSIAN‡

JOSEPH R. PARK\*

ANDREW J. RODNITE, JR.+

TYRONE ZDRAVKO

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PLEASE REPLY TO:  
P.O. BOX 1019  
CLEARWATER, FLORIDA 33757

\*BOARD CERTIFIED CIVIL TRIAL LAWYERS  
+BOARD CERTIFIED APPELLATE LAWYER  
†CERTIFIED CIRCUIT AND FAMILY MEDIATOR  
‡CERTIFIED PUBLIC ACCOUNTANT

July 2, 1999

Corporate Records Bureau  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

200002923862--1  
-07/06/99-01114-019  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: **Articles of Incorporation of  
GeoMasters, Inc.**

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for GeoMasters, Inc. Also enclosed is a check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
Total:	\$122.50

Please note that I have enclosed a copy of the Articles of Incorporation for you to return to me as a certified copy for my records. Accordingly, please file the enclosed Articles of Incorporation of GeoMasters, Inc.

Please contact me immediately at the above telephone number if there are any problems in filing these Articles of Incorporation.

Very truly yours,

*Mark A. Ossian*  
Mark A. Ossian

MAO/kr  
Enclosures

cc: George A. Shimp, II  
Ray Trulock

EFFECTIVE DATE

7-2-99

FILED  
99 JUL -6 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

6  
T BROWN JUL 14 1999

**EFFECTIVE DATE**

7-2-99

**ARTICLES OF INCORPORATION**

**OF**

**GeoMasters, Inc.**

**FILED**  
99 JUL -6 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation is: GeoMasters, Inc.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

**ARTICLE IV - TERM OF EXISTENCE**

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist

perpetually thereafter unless dissolved by law.

#### **ARTICLE V - ADDRESS OF CORPORATION**

The initial street address of the principal office of this corporation in the State of Florida will be 3301 DeSoto Boulevard, Suite D, Palm Harbor, Florida 34683. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

#### **ARTICLE VI - BOARD OF DIRECTORS**

A. The initial number of Directors of this corporation shall be four (4). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

<b><u>NAMES</u></b>	<b><u>ADDRESS</u></b>
George A. Shimp, II	810 Wai Lani Road Palm Harbor, FL 34683
Heidi R. Shimp	810 Wai Lani Road Palm Harbor, FL 34683
Bernard R. Truluck	1327 Dinnerbell Lane Dunedin, FL 34698
Darlene M. Truluck	1327 Dinnerbell Lane Dunedin, FL 34698

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the incorporators to these Articles of Incorporation is:

<b><u>NAMES</u></b>	<b><u>ADDRESS</u></b>
George A. Shimp, II	810 Wai Lani Road Palm Harbor, FL 34683
Heidi R. Shimp	810 Wai Lani Road Palm Harbor, FL 34683
Bernard R. Truluck	1327 Dinnerbell Lane Dunedin, FL 34698
Darlene M. Truluck	1327 Dinnerbell Lane Dunedin, FL 34698

#### **ARTICLE VIII - BY-LAWS**

A. The power to adopt the By-Laws of this Corporation to alter, amend or appeal the By-Laws, or adopt new By-Laws shall be vested in the Board of Directors of this Corporation; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by all of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders.

B. The By-Laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not

inconsistent with the provisions of these Articles of Incorporation, contrary to the laws of the State of Florida or of the United States.


#### **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 a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


#### **ARTICLE X - REGISTERED AGENT**

ANDREW J. RODNITE, JR., ESQ., whose address is Park, Bugg, Rodnite, Ossian and Zdravko, P.A., 1150 Cleveland Street, Suite 400, Clearwater, Florida 33755, is authorized to accept service of process as registered agent for this corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 2ND day of July, 1999.

 (SEAL)  
GEORGE A. SHIMP, II

 (SEAL)  
HEIDI R. SHIMP

 (SEAL)  
BERNARD R. TRULUCK

 (SEAL)  
DARLENE M. TRULUCK

STATE OF FLORIDA  
COUNTY OF PINELLAS

**THE FOREGOING INSTRUMENT** was acknowledged before me this 2 day of July, 1999, by GEORGE A. SHIMP, II, who is personally known to me or who has produced his Florida Driver's License No. \_\_\_\_\_ as identification and who did take an oath.

Mark A. Ossian  
NOTARY PUBLIC  
My Commission Expires:



Mark A. Ossian  
MY COMMISSION # CC572500 EXPIRES  
September 6, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

**THE FOREGOING INSTRUMENT** was acknowledged before me this 2ND day of July, 1999, by HEIDI R. SHIMP, who is personally known to me or who has produced his Florida Driver's License No. \_\_\_\_\_ as identification and who did take an oath.

Mark A. Ossian  
NOTARY PUBLIC  
My Commission Expires:



Mark A. Ossian  
MY COMMISSION # CC572500 EXPIRES  
September 6, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF PINELLAS

**THE FOREGOING INSTRUMENT** was acknowledged before me this 2ND day of July, 1999, by BERNARD R. TRULUCK, who is personally known to me or who has produced his Florida Driver's License No. \_\_\_\_\_ as identification and who did take an oath.

Mark A. Ossian  
NOTARY PUBLIC  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

**THE FOREGOING INSTRUMENT** was acknowledged before me this 2ND day of July, 1999, by DARLENE M. TRULUCK, who is personally known to me or who has produced his Florida Driver's License No. \_\_\_\_\_ as identification and who did take an oath.

Mark A. Ossian

NOTARY PUBLIC

My Commission Expires:



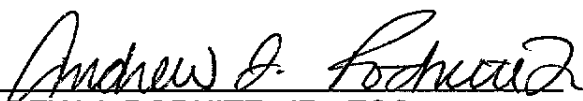
Mark A. Ossian  
MY COMMISSION # CC572500 EXPIRES  
September 6, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of law relative to keeping open the corporation's office.

The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

Dated this 2nd day of July, 1999.

  
ANDREW J. RODNITE, JR., ESQ.

**FILED**  
99 JUL -6 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA