

999 0000 90980

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1994)  
JOHN E. MORRIS (1886-1955)  
JOHN E. MORRIS, JR. (1920-1985)  
DWIGHT L. ROGERS, JR.  
ROBERT E. ZIEGLER  
J. PATRICK DYAL  
ROMNEY C. ROGERS\*  
RUSSELL A. WHITE  
DANA ZIEGLER HOLDING  
MARK F. BOOTH  
VINCENT P. ANDREANO\*\*

\*ALSO ADMITTED TO GEORGIA BAR  
\*\*ALSO ADMITTED TO CALIFORNIA BAR

VICTORIA PARK CENTRE, SUITE 300  
1401 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431  
TELECOPIER (954) 763-2692

October 7, 1999

CORPORATE RECORDS BUREAU

Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: GEOSYNTHETICA, Inc.

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Incorporation for MasterWorks, Inc. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee and registered agent designation. We **WILL NOT** require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER



Romney C. Rogers

RCR/lsf  
Encs.

300003011793--8  
-10/11/99-01117-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
99 OCT 11 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

6 Thompson OCT 15 1999

ARTICLES OF INCORPORATION  
OF  
GEOSYNTHETICA, INC.

**FILED**  
99 OCT 11 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I - Name

The name of this corporation is: **Geosynthetica, Inc.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue **One Thousand shares of One (\$1.00) Dollar** par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **1401 East Broward Boulevard, Suite 300, Fort Lauderdale, Florida 33301** and the name of the initial registered agent of this corporation at that address is: **ROMNEY C. ROGERS.**

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

**LYNN PEGGS** - **President**  
6072 North Ocean Blvd.  
Ocean Ridge, FL 33435

**IAN PEGGS** - **Secretary/Treasurer**  
6072 North Ocean Blvd.  
Ocean Ridge, FL 33435

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:  
**ROMNEY C. ROGERS, 1401 East Broward Boulevard, Suite 300, Fort Lauderdale, FL 33301.**

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 7<sup>th</sup> day of October, 1999.

  
**ROMNEY C. ROGERS, Subscriber**

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

Before me, a Notary Public, appeared **ROMNEY C. ROGERS** who is personally known to me, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 7<sup>th</sup> day of October, 1999.

  
Notary Public, State of Florida  
Print Name: Leonora S. Fernandes  
Commission No.: CC744291

My Commission Expires:



Leonora S. Fernandes  
MY COMMISSION # CC744291 EXPIRES  
July 15, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- THAT **GEOSYNTHETICA, INC.** DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT **1401 East Broward Boulevard, Suite 300, Fort Lauderdale,  
Florida 33301** HAS NAMED **ROMNEY C. ROGERS**, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS  
FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, 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 MY DUTIES.

  
\_\_\_\_\_  
**ROMNEY C. ROGERS**

DATED this 7<sup>th</sup> day of October, 1999.

**FILED**  
99 OCT 11 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA