

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
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
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VINCENT P. ANDREANO**
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**ALSO ADMITTED TO CALIFORNIA BAR

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

*****70.00

*****70.00

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

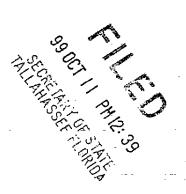
Romney C. Rogers

RCR/lsf Encs.

ARTICLES OF INCORPORATION

OF

GEOSYNTHETICA, INC.



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 6072 North Ocean Blvd. Ocean Ridge, FL 33435

Secretary/Treasurer

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 mday of October, 1999.

STATE OF FLORIDA COUNTY OF BROWARD

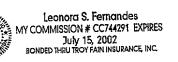
Before me, a Notary Public, appeared ROMNEY C. ROGERS who is personally known to me, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 77 day of October, 1999.

Notary Public, State of Florida Print Name: Leonora S. Fernandes

Commission No.: CC744291

My Commission Expires:



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 day of October, 1999.